

1 THE CARRICK LAW GROUP
A PROFESSIONAL CORPORATION
2 Roger Lane Carrick (State Bar No. 096342)
350 South Grand Avenue, Suite 2930
3 Los Angeles, California 90071-3406
Telephone: (213) 346-7930
4 Facsimile: (213) 346-7931

5 Attorneys for Plaintiff
CALIFORNIA WOMEN'S LAW CENTER
6

7 SUPERIOR COURT OF THE STATE OF CALIFORNIA
8 FOR THE COUNTY OF LOS ANGELES
9

10 CALIFORNIA WOMEN'S LAW CENTER, a
11 CALIFORNIA non-profit corporation,

12 Plaintiffs,

13 v.

14 THRESHOLD ENTERPRISES, LTD., a
DELAWARE corporation; ALLVIA
15 INTEGRATIVE PHARMACEUTICALS, INC., a
ARIZONA corporation; ANGEL FOOD
16 DISTRIBUTORS, INC., a GEORGIA corporation;
AT LAST NATURALS, INC., a NEW YORK
17 corporation; BASIC RESEARCH, LLC, a UTAH
limited liability company; BIOCENTRIC LABS,
18 INC., a COLORADO corporation; BIO-HEALTH,
A DIVISION OF ZLABS LLC, a ARIZONA
19 limited liability company; CANNON MEDICAL
CLINIC, INC., A DIVISION OF GEORGE L.
20 CANNON, M.D., INC., a ARIZONA professional
corporation; CHEMI-SOURCE D/B/A
21 METABOLIC RESPONSE MODIFIERS, INC., a
CALIFORNIA corporation; CONSAC
22 INDUSTRIES, INC., a NEW YORK corporation
D/B/A COUNTRY LIFE, LLC, a NEW YORK
23 limited liability company; DIXIE HEALTH, INC.,
a GEORGIA corporation; DRUGSTORE.COM,
24 INC., a DELAWARE corporation; GENERAL
NUTRITION CORPORATION, a
25 PENNSYLVANIA corporation; KLEIN-BECKER
USA, LLC, a UTAH limited liability company;
26 LET'S TALK HEALTH, INC., a CALIFORNIA
corporation; LIFE ENHANCEMENT
27 PRODUCTS, INC., a NEVADA corporation;

28 *CAPTION CONTINUES ON NEXT PAGE*

Case No. BC 344046

[Hon. Robert L. Hess]

**SECOND AMENDED COMPLAINT
FOR INJUNCTIVE RELIEF,
RESTITUTION, CIVIL PENALTIES,
DAMAGES AND PUNITIVE
DAMAGES; DEMANDS FOR JURY
TRIAL**

Health & Safety Code § 25249.6 *et seq.*

Environmental/Toxic Tort (30)

Action Filed: December 7, 2005

Location: Dept. 24, Room 314

1 LIFE-FLO HEALTH CARE PRODUCTS, INC., a
2 NEVADA corporation; NATURAL HORMONE
3 OPTIONS, INC., a FLORIDA corporation;
4 NATURE'S LIGHT, INC., a COLORADO
5 corporation; NOW HEALTH GROUP, INC.
6 D/B/A NOW FOODS, a ILLINOIS corporation;
7 NU SCIENCE CORPORATION, a CALIFORNIA
8 corporation; NUTRACEUTICS CORPORATION,
9 a FLORIDA corporation; PURE ESSENCE
10 LABORATORIES, INC., a NEVADA
11 corporation; QUALITY SUPPLEMENTS AND
12 VITAMINS, INC., a NEVADA corporation;
13 SUNRISE WHOLESALE DIRECT D/B/A
14 SUNRISEWD.COM, an unknown corporation;
15 SUPERNUTRITION LIFE-EXTENSION
16 RESEARCH, INC. D/B/A SUPERNUTRITION, a
17 CALIFORNIA corporation; SUZANNE'S
18 NATURAL FOODS, INC. D/B/A
19 SUZANNES.COM, a MISSOURI corporation;
20 SWANSON HEALTH PRODUCTS, INC., a
21 NORTH DAKOTA corporation; TAHITIAN
22 NONI INTERNATIONAL, INC., a UTAH
23 corporation; TOTAL HEALTH DISCOUNT,
24 INC., a NEW YORK corporation; TRANSITIONS
25 FOR HEALTH, INC., a OREGON corporation;
26 VITAMIN USA, LLC, a OHIO limited liability
27 company; VITANET D/B/A MYVITANET.COM,
28 an unknown corporation; VITANET D/B/A
VITANET HEALTH FOODS, an unknown
corporation; WOMEN LIVING NATURALLY,
INC. D/B/A
WOMENLIVINGNATURALLY.COM, an
unknown corporation; WORD OF GOD
FELLOWSHIP, INC. D/B/A DAYSTAR
TELEVISION NETWORK, a GEORGIA
corporation; and YOUNG AGAIN NUTRITION,
LLC D/B/A YOUNG AGAIN NUTRIENTS, a
TEXAS limited liability company;

Defendants.

1 Plaintiff, by and through its counsel, hereby allege the following on information and
2 belief:

3 INTRODUCTION

4 1. This second amended complaint ("Complaint") seeks to remedy the continuing
5 failure of THRESHOLD ENTERPRISES, LTD., a DELAWARE corporation; ALLVIA
6 INTEGRATIVE PHARMACEUTICALS, INC., a ARIZONA corporation; ANGEL FOOD
7 DISTRIBUTORS, INC., a GEORGIA corporation; AT LAST NATURALS, INC., a NEW
8 YORK corporation; BASIC RESEARCH, LLC, a UTAH limited liability company (previously
9 sued as DEFENDANT DOE 501); BIOCENTRIC LABS, INC., a COLORADO corporation;
10 BIO-HEALTH, A DIVISION OF ZLABS LLC, a ARIZONA limited liability company;
11 CANNON MEDICAL CLINIC, INC., A DIVISION OF GEORGE L. CANNON, M.D., INC., a
12 ARIZONA professional corporation; CHEMI-SOURCE D/B/A METABOLIC RESPONSE
13 MODIFIERS, INC., a CALIFORNIA corporation; CONSAC INDUSTRIES, INC., a NEW
14 YORK corporation D/B/A COUNTRY LIFE, LLC, a NEW YORK limited liability company
15 (previously sued as DEFENDANT DOE 503); DIXIE HEALTH, INC., a GEORGIA
16 corporation (previously sued as DEFENDANT DOE 504); DRUGSTORE.COM, INC., a
17 DELAWARE corporation (previously sued as DEFENDANT DOE 505); GENERAL
18 NUTRITION CORPORATION, a PENNSYLVANIA corporation; KLEIN-BECKER
19 USA, LLC, a UTAH limited liability company (previously sued as DEFENDANT DOE 506);
20 LET'S TALK HEALTH, INC., a CALIFORNIA corporation (previously sued as DEFENDANT
21 DOE 507); LIFE ENHANCEMENT PRODUCTS, INC., a NEVADA corporation (previously
22 sued as DEFENDANT DOE 508); LIFE-FLO HEALTH CARE PRODUCTS, INC., a
23 NEVADA corporation (previously sued as DEFENDANT DOE 509); NATURAL HORMONE
24 OPTIONS, INC., a FLORIDA corporation (previously sued as DEFENDANT DOE 510);
25 NATURE'S LIGHT, INC., a COLORADO corporation; NOW HEALTH GROUP, INC. D/B/A
26 NOW FOODS, a ILLINOIS corporation; NU SCIENCE CORPORATION, a CALIFORNIA
27 corporation (previously sued as DEFENDANT DOE 512); NUTRACEUTICS
28 CORPORATION, a FLORIDA corporation (previously sued as DEFENDANT DOE 513);

1 PURE ESSENCE LABORATORIES, INC., a NEVADA corporation; QUALITY
2 SUPPLEMENTS AND VITAMINS, INC., a NEVADA corporation (previously sued as
3 DEFENDANT DOE 514); SUNRISE WHOLESALE DIRECT D/B/A SUNRISEWD.COM, an
4 unknown corporation; SUPERNUTRITION LIFE-EXTENSION RESEARCH, INC. D/B/A
5 SUPERNUTRITION, a CALIFORNIA corporation; SUZANNE’S NATURAL FOODS, INC.
6 D/B/A SUZANNES.COM, a MISSOURI corporation (previously sued as DEFENDANT
7 DOE 515); SWANSON HEALTH PRODUCTS, INC., a NORTH DAKOTA corporation;
8 TAHITIAN NONI INTERNATIONAL, INC., a UTAH corporation (previously sued as
9 DEFENDANT DOE 516); TOTAL HEALTH DISCOUNT, INC., a NEW YORK corporation
10 (previously sued as DEFENDANT DOE 517); TRANSITIONS FOR HEALTH, INC., a
11 OREGON corporation (previously sued as DEFENDANT DOE 518); VITAMIN USA, LLC, a
12 OHIO limited liability company (previously sued as DEFENDANT DOE 520); VITANET
13 D/B/A MYVITANET.COM, an unknown corporation (previously sued as DEFENDANT
14 DOE 521); VITANET D/B/A VITANET HEALTH FOODS, an unknown corporation
15 (previously sued as DEFENDANT DOE 522); WOMEN LIVING NATURALLY, INC. D/B/A
16 WOMENLIVINGNATURALLY.COM, an unknown corporation (previously sued as
17 DEFENDANT DOE 523); WORD OF GOD FELLOWSHIP, INC. D/B/A DAYSTAR
18 TELEVISION NETWORK, a GEORGIA corporation (previously sued as DEFENDANT
19 DOE 524); and YOUNG AGAIN NUTRITION, LLC D/B/A YOUNG AGAIN NUTRIENTS, a
20 TEXAS limited liability company (collectively “Defendants”) to comply with California state
21 law in the sale of Defendants’ respective progesterone and testosterone consumer creams, gels
22 and/or lotion products containing Progesterone, Medroxyprogesterone acetate, Testosterone and
23 its esters, Methyltestosterone, Testosterone cypionate, and/or Testosterone enanthate
24 (“Products”).

25 2. Progesterone, Medroxyprogesterone acetate, Testosterone and its esters,
26 Methyltestosterone, Testosterone cypionate, and/or Testosterone enanthate (collectively
27 “Regulated Chemicals”) are hormones as well as dangerous toxic chemicals known to the State
28 of California to cause cancer and/or reproductive harm. Individuals in California who purchase

1 and use these Products are exposed to these Regulated Chemicals when those individuals use the
2 Products as intended by each Defendant.

3 **STATEMENT OF FACTS**

4 3. Defendants are manufacturers, distributors and/or sellers of these Products. These
5 companies know that thousands of their Products are purchased and used by individual men and
6 women, including pregnant women, women of childbearing age as well as women experiencing
7 menopause, each year in California.

8 4. The Products contain the Regulated Chemicals, which are listed pursuant to the
9 Safe Drinking Water and Toxic Enforcement Act of 1986 (“Proposition 65” – California Health
10 & Safety Code § 25249.5 *et seq.*) as follows: Progesterone (listed as a carcinogen);
11 Medroxyprogesterone acetate (listed as a carcinogen and reproductive toxin); Testosterone and
12 its esters (listed as a carcinogen); Methyltestosterone (listed as a reproductive toxin);
13 Testosterone cypionate (listed as a reproductive toxin); and Testosterone enanthate (listed as a
14 reproductive toxin). The Regulated Chemicals have each been listed for more than twelve
15 months by the Governor of the State of California as being chemicals known by the State of
16 California to cause cancer or reproductive toxicity, or both cancer and reproductive toxicity.

17 5. Each Defendant has failed to give each individual that purchases a Product a clear
18 and reasonable warning that each Regulated Chemical in a Product is a chemical known to the
19 State of Chemical to be a carcinogen and/or a reproductive toxin in violation of California
20 Health & Safety Code § 25249.6.

21 6. Defendants’ Products are distributed to and for the use of California consumers,
22 amongst others. Defendants have each sold and distributed their respective Products in
23 California.

24 7. The Products contain the Regulated Chemicals, each of which comes into contact
25 with a consumers’ skin when the Product applied to the consumer’s skin using Defendants’
26 Products as recommended by the Products’ directions as supplied by Defendants.

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1 8. Defendants know that their respective Products contain these Regulated
2 Chemicals and that individuals are exposed to each of these Regulated Chemicals through the
3 intended and foreseeable use of their respective Products.

4 9. The Products' directions for use state the manner in which each Defendant intends
5 its respective Products be applied. The use of the Products in this manner results in exposing
6 consumers in California to one or more of the Regulated Chemicals contained in each of the
7 Products.

8 10. Since December 7, 2004, each Defendant has failed to provide a clear and
9 reasonable warning regarding the reproductive toxicity or the carcinogenicity caused by
10 exposure to one or more Regulated Chemicals from use of its Products sold after that date.

11 **PARTIES**

12 11. Plaintiff California Women's Law Center ("CWLC"), is a non-profit California
13 corporation. Since its founding in 1989, Plaintiff CWLC has served as a unique advocate in
14 California, working in collaboration with others to protect, secure and advance the
15 comprehensive civil rights of women and girls. CWLC prides itself on forging novel approaches
16 to the problems that confront women and girls, proposing unique strategies to implement those
17 approaches, and recasting issues in new terms. CWLC programs are designed to empower
18 individuals to use the law that governs their rights and to address the legal issues that perpetuate
19 women and children's growing poverty. The California Women's Law Center works to ensure,
20 through systemic change, that life opportunities for women and girls are free from unjust social,
21 economic, and political constraints. In this overall policy context, CWLC has recently embarked
22 on a women and girls' health protection program, of which the above-captioned matters
23 represent an integral element. CWLC is based in Los Angeles, and was incorporated under the
24 laws of the State of California in 1989.

25 12. CWLC is a "person" within the meaning of Health & Safety ("H&S") Code
26 § 25249.11(a), and brings this enforcement action in the public interest pursuant to H&S Code
27 § 25249.7(d).

28 13. The term "Plaintiff" as used herein is defined to be CWLC.

1 14. Defendant THRESHOLD ENTERPRISES, LTD. (“Threshold”) is a DELEWARE
2 corporation with its principal place of business and/or headquarters located at 23 Janis Way,
3 Scotts Valley, CA 95066. Threshold manufactures, distributes, and/or sells its Products across
4 the United States, including in California, through various distributors and retail outlets.
5 Threshold is a person in the course of doing business within the meaning of H&S Code
6 § 25249.11.

7 15. Defendant ALLVIA INTEGRATIVE PHARMACEUTICALS, INC. (“Allvia”), is
8 a ARIZONA corporation with its principal place of business and/or headquarters located at
9 11202 North 24th Avenue, Phoenix, AZ 85029. Allvia manufactures, distributes, and/or sells its
10 Products across the United States, including in California, through various distributors and retail
11 outlets. Allvia is a person in the course of doing business within the meaning of H&S Code
12 § 25249.11.

13 16. Defendant ANGEL FOOD DISTRIBUTORS, INC. (“Angel Food”) is a
14 GEORGIA corporation with its principal place of business and/or headquarters located at
15 2440 Cobb Parkway, Suite B, Smyrna, GA 30080-3012. Angel Food manufactures, distributes,
16 and/or sells its Products across the United States, including in California, through various
17 distributors and retail outlets. Angel Food is a person in the course of doing business within the
18 meaning of H&S Code § 25249.11.

19 17. Defendant AT LAST NATURALS, INC. (“At Last Naturals”), is a NEW YORK
20 corporation with its principal place of business and/or headquarters located at 401 Columbus
21 Avenue, Valhalla, NY 10595. At Last Naturals manufactures, distributes, and/or sells its
22 Products across the United States, including in California, through various distributors and retail
23 outlets. At Last Naturals is a person in the course of doing business within the meaning of H&S
24 Code § 25249.11.

25 18. Defendant BASIC RESEARCH, LLC (previously sued as DEFENDANT
26 DOE 501) (“Basic”), is a UTAH limited liability company with its principal place of business
27 and/or headquarters located at 5742 West Harold Gatty Drive, Salt Lake City, UT 84116. Basic
28 manufactures, distributes, and/or sells its Products across the United States, including in

1 California, through various distributors and retail outlets. Basic is a person in the course of
2 doing business within the meaning of H&S Code § 25249.11.

3 19. Defendant BIOCENTRIC LABS, INC. (“Biocentric”), is a COLORADO
4 corporation with its principal place of business and/or headquarters located at 854 Baseline
5 Place, Suite B, Brighton, CO 80603. Biocentric manufactures, distributes, and/or sells its
6 Products across the United States, including in California, through various distributors and retail
7 outlets. Biocentric is a person in the course of doing business within the meaning of H&S Code
8 § 25249.11.

9 20. Defendant BIO-HEALTH, A DIVISION OF ZLABS LLC (“Bio-Health”), is a
10 ARIZONA limited liability company with its principal place of business and/or headquarters
11 located at 70 S. Val Vista Drive, Suite A-3, PMB 442, Gilbert, AZ 85296. Bio-Health
12 manufactures, distributes, and/or sells its Products across the United States, including in
13 California, through various distributors and retail outlets. Bio-Health is a person in the course of
14 doing business within the meaning of H&S Code § 25249.11.

15 21. Defendant CANNON MEDICAL CLINIC, INC., A DIVISION OF GEORGE L.
16 CANNON, M.D., INC. (“Cannon Medical”), is a ARIZONA professional corporation with its
17 principal place of business and/or headquarters located at 13000 N. 103rd Avenue, Suite 97, Sun
18 City, AZ 85351-3060. Cannon Medical manufactures, distributes, and/or sells its Products
19 across the United States, including in California, through various distributors and retail outlets.
20 Cannon Medical is a person in the course of doing business within the meaning of H&S Code
21 § 25249.11.

22 22. Defendant CHEMI-SOURCE D/B/A METABOLIC RESPONSE MODIFIERS,
23 INC. (“MRM”), is a CALIFORNIA corporation with its principal place of business and/or
24 headquarters located at 236 Calle Pintoresco, San Clemente, CA 92673. MRM manufactures,
25 distributes, and/or sells its Products across the United States, including in California, through
26 various distributors and retail outlets. MRM is a person in the course of doing business within
27 the meaning of H&S Code § 25249.11.

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1 23. Defendant CONSAC INDUSTRIES, INC., a NEW YORK corporation D/B/A
2 COUNTRY LIFE, LLC, a NEW YORK limited liability company (previously sued as
3 DEFENDANT DOE 503) (“Country Life”), with its principal place of business and/or
4 headquarters located at 101 Corporate Drive, Hauppauge, NY 11788. Country Life
5 manufactures, distributes, and/or sells its Products across the United States, including in
6 California, through various distributors and retail outlets. Country Life is a person in the course
7 of doing business within the meaning of H&S Code § 25249.11.

8 24. Defendant DIXIE HEALTH, INC. (previously sued as DEFENDANT DOE 504)
9 (“Dixie”), is a GEORGIA corporation with its principal place of business and/or headquarters
10 located at 2161 New Market Parkway, Suite 222, Marietta, GA 30067-8768. Dixie
11 manufactures, distributes, and/or sells its Products across the United States, including in
12 California, through various distributors and retail outlets. Dixie is a person in the course of
13 doing business within the meaning of H&S Code § 25249.11.

14 25. Defendant DRUGSTORE.COM, INC. (previously sued as DEFENDANT
15 DOE 505) (“Drugstore.com”), is a DELAWARE corporation with its principal place of business
16 and/or headquarters located at 411 108th Avenue NE, Suite 1400, Bellevue, WA 98004.
17 Drugstore.com manufactures, distributes, and/or sells its Products across the United States,
18 including in California, through various distributors and retail outlets. Drugstore.com is a
19 person in the course of doing business within the meaning of H&S Code § 25249.11.

20 26. Defendant GENERAL NUTRITION CORPORATION (“GNC”) is a
21 PENNSYLVANIA corporation with its principal place of business and/or headquarters located
22 at 300 Sixth Avenue, Pittsburgh, PA 15222. GNC manufactures, distributes, and/or sells its
23 Products across the United States, including in California, through various distributors and retail
24 outlets. GNC is a person in the course of doing business within the meaning of H&S Code
25 § 25249.11.

26 27. Defendant KLEIN-BECKER USA, LLC (previously sued as DEFENDANT
27 DOE 506) (“Klein-Becker”), is a UTAH limited liability company with its principal place of
28 business and/or headquarters located at 5742 West Harold Gatty Drive, Salt Lake City, UT

1 84116. Klein-Becker manufactures, distributes, and/or sells its Products across the United
2 States, including in California, through various distributors and retail outlets. Klein-Becker is a
3 person in the course of doing business within the meaning of H&S Code § 25249.11.

4 28. Defendant LET'S TALK HEALTH, INC. (previously sued as DEFENDANT
5 DOE 507) ("Let's Talk"), is a CALIFORNIA corporation with its principal place of business
6 and/or headquarters located at 3441 Main Street, Suite 104, Chula Vista, CA 91911. Let's Talk
7 manufactures, distributes, and/or sells its Products across the United States, including in
8 California, through various distributors and retail outlets. Let's Talk is a person in the course of
9 doing business within the meaning of H&S Code § 25249.11.

10 29. Defendant LIFE ENHANCEMENT PRODUCTS, INC. (previously sued as
11 DEFENDANT DOE 508) ("Life Enhancement"), is a NEVADA corporation with its principal
12 place of business and/or headquarters located at 1340 Industrial Avenue, Petaluma, CA 94952.
13 Life Enhancement manufactures, distributes, and/or sells its Products across the United States,
14 including in California, through various distributors and retail outlets. Life Enhancement is a
15 person in the course of doing business within the meaning of H&S Code § 25249.11.

16 30. Defendant LIFE-FLO HEALTH CARE PRODUCTS, INC. (previously sued as
17 DEFENDANT DOE 509) ("Life-Flo"), is a NEVADA corporation with its principal place of
18 business and/or headquarters located at 11202 North 24th Avenue, Phoenix, AZ 85029. Life-
19 Flo manufactures, distributes, and/or sells its Products across the United States, including in
20 California, through various distributors and retail outlets. Life-Flo is a person in the course of
21 doing business within the meaning of H&S Code § 25249.11.

22 31. Defendant NATURAL HORMONE OPTIONS, INC. (previously sued as
23 DEFENDANT DOE 510) ("Natural Hormone"), is a FLORIDA corporation with its principal
24 place of business and/or headquarters located at 714 Bella Vista Street, Tampa, FL 33609.
25 Natural Hormone manufactures, distributes, and/or sells its Products across the United States,
26 including in California, through various distributors and retail outlets. Natural Hormone is a
27 person in the course of doing business within the meaning of H&S Code § 25249.11.

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1 32. Defendant NATURE'S LIGHT, INC. ("Nature's Light"), is a COLORADO
2 corporation with its principal place of business and/or headquarters located at P.O. Box 443,
3 280 Colfax Avenue, Bennett, CO 80102. Nature's Light manufactures, distributes, and/or sells
4 its Products across the United States, including in California, through various distributors and
5 retail outlets. Nature's Light is a person in the course of doing business within the meaning of
6 H&S Code § 25249.11.

7 33. Defendant NOW HEALTH GROUP, INC. D/B/A NOW FOODS ("NOW"), is a
8 ILLINOIS corporation with its principal place of business and/or headquarters located at 395
9 Glen Ellyn Road, Bloomingdale, IL 60108. NOW manufactures, distributes, and/or sells its
10 Products across the United States, including in California, through various distributors and retail
11 outlets. NOW is a person in the course of doing business within the meaning of H&S Code
12 § 25249.11.

13 34. Defendant NU SCIENCE CORPORATION (previously sued as DEFENDANT
14 DOE 512) ("Nu Science"), is a CALIFORNIA corporation with its principal place of business
15 and/or headquarters located at 43102 Business Center Parkway, Lancaster, CA 93535.
16 Nu Science manufactures, distributes, and/or sells its Products across the United States,
17 including in California, through various distributors and retail outlets. Nu Science is a person in
18 the course of doing business within the meaning of H&S Code § 25249.11.

19 35. Defendant NUTRACEUTICS CORPORATION (previously sued as
20 DEFENDANT DOE 513) ("Nutraceutics"), is a FLORIDA corporation with its principal place
21 of business and/or headquarters located at 3229 Morganford Road, St. Louis, MO 63116.
22 Nutraceutics manufactures, distributes, and/or sells its Products across the United States,
23 including in California, through various distributors and retail outlets. Nutraceutics is a person
24 in the course of doing business within the meaning of H&S Code § 25249.11.

25 36. Defendant PURE ESSENCE LABORATORIES, INC. ("Pure Essence"), is a
26 NEVADA corporation with its principal place of business and/or headquarters located at
27 P.O. Box 95397, 1999 Whitney Mesa Drive, Suite A, Henderson, NV 89014. Pure Essence
28 manufactures, distributes, and/or sells its Products across the United States, including in

1 California, through various distributors and retail outlets. Pure Essence is a person in the course
2 of doing business within the meaning of H&S Code § 25249.11.

3 37. Defendant QUALITY SUPPLEMENTS AND VITAMINS, INC. (previously sued
4 as DEFENDANT DOE 514) (“Quality Supplements”), is a NEVADA corporation with its
5 principal place of business and/or headquarters located at 1100 West Commercial Boulevard,
6 Fort Lauderdale, FL 33309. Quality Supplements manufactures, distributes, and/or sells its
7 Products across the United States, including in California, through various distributors and retail
8 outlets. Quality Supplements is a person in the course of doing business within the meaning of
9 H&S Code § 25249.11.

10 38. Defendant SUNRISE WHOLESALE DIRECT D/B/A SUNRISEWD.COM
11 (“Sunrisewd.com”), is an unknown corporation with its principal place of business and/or
12 headquarters located at PO Box 13339, Port Isabel, TX 78578. Sunrisewd.com manufactures,
13 distributes, and/or sells its Products across the United States, including in California, through
14 various distributors and retail outlets. Sunrisewd.com is a person in the course of doing business
15 within the meaning of H&S Code § 25249.11.

16 39. Defendant SUPERNUTRITION LIFE-EXTENSION RESEARCH, INC. D/B/A
17 SUPERNUTRITION (“Supernutrition”), is a CALIFORNIA corporation with its principal place
18 of business and/or headquarters located at 100 Santa Rosa Avenue, Pacifica, Ca 94044.
19 Supernutrition manufactures, distributes, and/or sells its Products across the United States,
20 including in California, through various distributors and retail outlets. Supernutrition is a person
21 in the course of doing business within the meaning of H&S Code § 25249.11.

22 40. Defendant SUZANNE’S NATURAL FOODS, INC. D/B/A SUZANNES.COM
23 (previously sued as DEFENDANT DOE 515) (“Suzannes.com”), is a MISSOURI corporation
24 with its principal place of business and/or headquarters located at 3106 South Connecticut,
25 Joplin, MO 64804. Suzannes.com manufactures, distributes, and/or sells its Products across the
26 United States, including in California, through various distributors and retail outlets.
27 Suzannes.com is a person in the course of doing business within the meaning of H&S Code
28 § 25249.11.

1 41. Defendant SWANSON HEALTH PRODUCTS, INC. (“Swanson”), is a NORTH
2 DAKOTA corporation with its principal place of business and/or headquarters located at
3 P.O. Box 2803, 4075 40th Avenue SW, Fargo, ND 58108-2803. Swanson manufactures,
4 distributes, and/or sells its Products across the United States, including in California, through
5 various distributors and retail outlets. Swanson is a person in the course of doing business
6 within the meaning of H&S Code § 25249.11.

7 42. Defendant TAHITIAN NONI INTERNATIONAL, INC. (previously sued as
8 DEFENDANT DOE 516) (“Tahitian Noni”), is a UTAH corporation with its principal place of
9 business and/or headquarters located at 333 West River Park Drive, Provo, UT 84604. Tahitian
10 Noni manufactures, distributes, and/or sells its Products across the United States, including in
11 California, through various distributors and retail outlets. Tahitian Noni is a person in the course
12 of doing business within the meaning of H&S Code § 25249.11.

13 43. Defendant TOTAL HEALTH DISCOUNT, INC. (previously sued as
14 DEFENDANT DOE 517) (“Total Health”), is a NEW YORK corporation with its principal
15 place of business and/or headquarters located at 120 Route 140, Suite 1, Farmingdale, NY
16 11735. Total Health manufactures, distributes, and/or sells its Products across the United States,
17 including in California, through various distributors and retail outlets. Total Health is a person
18 in the course of doing business within the meaning of H&S Code § 25249.11.

19 44. Defendant TRANSITIONS FOR HEALTH, INC. (previously sued as
20 DEFENDANT DOE 518) (“Transitions”), is a OREGON corporation with its principal place of
21 business and/or headquarters located at 621 SW Alder Street, Suite 900, Portland, OR 97205.
22 Transitions manufactures, distributes, and/or sells its Products across the United States,
23 including in California, through various distributors and retail outlets. Transitions is a person in
24 the course of doing business within the meaning of H&S Code § 25249.11.

25 45. Defendant VITAMIN USA, LLC (previously sued as DEFENDANT DOE 520)
26 (“Vitamin USA”), is a OHIO limited liability company with its principal place of business
27 and/or headquarters located at 1809 South Main Street, Findlay, OH 45840. Vitamin USA
28 manufactures, distributes, and/or sells its Products across the United States, including in

1 California, through various distributors and retail outlets. Vitamin USA is a person in the course
2 of doing business within the meaning of H&S Code § 25249.11.

3 46. Defendant VITANET D/B/A MYVITANET.COM (previously sued as
4 DEFENDANT DOE 521) (“Myvitanet.com”), is an unknown corporation with its principal place
5 of business and/or headquarters located at 6540 Riverside Drive, Dublin, OH 43017.
6 Myvitanet.com manufactures, distributes, and/or sells its Products across the United States,
7 including in California, through various distributors and retail outlets. Myvitanet.com is a
8 person in the course of doing business within the meaning of H&S Code § 25249.11.

9 47. Defendant VITANET D/B/A VITANET HEALTH FOODS (previously sued as
10 DEFENDANT DOE 522) (“Vitanet Health Foods”), is an unknown corporation with its
11 principal place of business and/or headquarters located at 235 Market Avenue SW, Hartville,
12 OH 44632. Vitanet Health Foods manufactures, distributes, and/or sells its Products across the
13 United States, including in California, through various distributors and retail outlets. Vitanet
14 Health Foods is a person in the course of doing business within the meaning of H&S Code
15 § 25249.11.

16 48. Defendant WOMEN LIVING NATURALLY, INC. D/B/A
17 WOMENLIVINGNATURALLY.COM (previously sued as DEFENDANT DOE 523)
18 (“Womenlivingnaturally.com”), is an unknown corporation with its principal place of business
19 and/or headquarters located at 4200 University Avenue, Suite 2100, Madison, WI 53705.
20 Womenlivingnaturally.com manufactures, distributes, and/or sells its Products across the United
21 States, including in California, through various distributors and retail outlets.
22 Womenlivingnaturally.com is a person in the course of doing business within the meaning of
23 H&S Code § 25249.11.

24 49. Defendant WORD OF GOD FELLOWSHIP, INC. D/B/A DAYSTAR
25 TELEVISION NETWORK (previously sued as DEFENDANT DOE 524) (“Daystar T.V.”), is a
26 GEORGIA corporation with its principal place of business and/or headquarters located at 3901
27 Highway 121 South, Bedford, TX 76021. Daystar T.V. manufactures, distributes, and/or sells
28 its Products across the United States, including in California, through various distributors and

1 retail outlets. Daystar T.V. is a person in the course of doing business within the meaning of
2 H&S Code § 25249.11.

3 50. Defendant YOUNG AGAIN NUTRITION, LLC, a TEXAS limited liability
4 company D/B/A YOUNG AGAIN NUTRIENTS (“Young Again”), with its principal place of
5 business and/or headquarters located at P.O. Box 8234, Spring, TX 77387; and 1935 Cattle
6 Drive, Magnolia, TX 77354. Young Again manufactures, distributes, and/or sells its Products
7 across the United States, including in California, through various distributors and retail outlets.
8 Young Again is a person in the course of doing business within the meaning of H&S Code
9 § 25249.11.

10 STATUTORY AND REGULATORY BACKGROUND

11 PROPOSITION 65

12 51. The People of the State of California declared, in adopting Proposition 65 in 1986
13 as an initiative statute, their right “[t]o be informed about exposures to chemicals that cause
14 cancer, birth defects and other reproductive harm.” Proposition 65, § 1(b)(uncodified).

15 52. To effectuate this goal, Proposition 65 requires that individuals be provided with a
16 clear and reasonable warning before being exposed to chemicals listed by the State of California
17 as causing cancer or birth defects and other reproductive harm, unless the person (including
18 businesses) responsible for the exposure can prove that such exposure is otherwise lawful, as
19 follows:

20 No person in the course of doing business shall knowingly and
21 intentionally expose any individual to a chemical known to the state
22 to cause cancer or reproductive toxicity without first giving clear
and reasonable warning to such individual....H&S Code § 25249.6

23 53. On January 1, 1988, the State of California officially listed Progesterone as a
24 chemical known to cause cancer. Progesterone became subject to the Proposition 65 “clear and
25 reasonable” carcinogen warning requirement one year later, beginning on January 1, 1989.
26 22 California Code of Regulations (“CCR”) § 12000; H&S Code § 25249.5 *et seq.*¹

27
28

¹ All statutory references herein are to California Codes unless otherwise indicated.

1 54. On January 1, 1990, the State of California officially listed Medroxyprogesterone
2 acetate as a chemical known to cause cancer. Medroxyprogesterone acetate became subject to
3 the Proposition 65 “clear and reasonable” carcinogen warning requirement one year later,
4 beginning on January 1, 1991. 22 CCR § 12000; H&S Code § 25249.5 *et seq.*

5 55. On April 1, 1988, the State of California officially listed Testosterone and its
6 esters as chemicals known to cause cancer. Testosterone and its esters became subject to the
7 Proposition 65 “clear and reasonable” carcinogen warning requirement one year later, beginning
8 on April 1, 1989. 22 CCR § 12000; H&S Code § 25249.5 *et seq.*

9 56. On April 1, 1990, the State of California officially listed Medroxyprogesterone
10 acetate as a chemical known to cause reproductive toxicity. Medroxyprogesterone acetate
11 became subject to the Proposition 65 “clear and reasonable” reproductive toxicity warning
12 requirement one year later, beginning on April 1, 1991. 22 CCR § 12000; H&S Code
13 § 25249.5 *et seq.*

14 57. On April 1, 1990, the State of California officially listed Methyltestosterone as a
15 chemical known to cause reproductive toxicity. Methyltestosterone became subject to the
16 Proposition 65 “clear and reasonable” reproductive toxicity warning requirement one year later,
17 beginning on April 1, 1991. 22 CCR § 12000; H&S Code § 25249.5 *et seq.*

18 58. On October 1, 1991, the State of California officially listed Testosterone
19 cypionate as a chemical known to cause reproductive toxicity. Testosterone cypionate became
20 subject to the Proposition 65 “clear and reasonable” reproductive toxicity warning requirement
21 one year later, beginning on October 1, 1992. 22 CCR § 12000; H&S Code § 25249.5 *et seq.*

22 59. On April 1, 1990, the State of California officially listed Testosterone enanthate as
23 a chemical known to cause reproductive toxicity. Testosterone enanthate became subject to the
24 Proposition 65 “clear and reasonable” reproductive toxicity warning requirement one year later,
25 beginning on April 1, 1991. 22 CCR § 12000; H&S Code § 25249.5 *et seq.*

26 60. Any person, including CWLC, has standing to enforce violations of
27 Proposition 65, provided that such person has supplied the requisite public enforcers with a
28 Sixty-Day Notice of Violation and such public enforcers are not diligently prosecuting the action

1 within their respective jurisdictions within such time. H&S Code § 25249.7(d). On or about
2 July 28, 2005, October 5, 2005 and/or February 9, 2006, the CWLC served three separate 60-
3 Day “Notice of Violation of Proposition 65” (the “Notices”) on the California Attorney General,
4 the District Attorneys of every county in California, the City Attorneys of every California city
5 with a population greater than 750,000, and at least one of these specific Notices was served on
6 each Named Defendant on or about one of the dates specified above, alleging that each
7 Defendant was in violation of the Safe Drinking Water and Toxic Enforcement Act of 1986,
8 Health and Safety Code §§ 25249.5 *et seq.* (“Proposition 65”) for failing to warn purchasers of
9 the Defendants’ Products sold in California that use of these Products expose users to one or
10 more of the Regulated Chemicals. No public prosecutor has commenced an action regarding the
11 matters raised in any of the Notices. Each of the CWLC’s Notices was sent at least sixty-days
12 prior to the filing of this Complaint. The CWLC also complied fully and completely with H&S
13 Code § 25249.7 as amended, in that the CWLC provided the required certificates of merit for
14 each of its Notices to each of the alleged violators and to the California Attorney General.

15 **REMEDIES SOUGHT**

16 61. CWLC seeks enforcement of Proposition 65, which provides for injunctive relief
17 and civil penalties up to \$2,500 per day for each violation of Proposition 65. CWLC seeks
18 injunctive relief to compel each Defendant to cease violating Proposition 65 and to provide
19 California purchasers and users of the Products with clear and reasonable warnings regarding the
20 presence and known health hazards of exposure to each of the Regulated Chemicals contained in
21 each of its Products. CWLC also seeks civil penalties against each Defendant for its violations
22 of Proposition 65, as provided for by H&S Code § 25249.7(b).

23 **JURISDICTION AND VENUE**

24 62. The Court has jurisdiction over this action pursuant to H&S Code § 25249.7(a),
25 which individually and collectively allows enforcement in any court of competent jurisdiction.
26 The California Superior Court has jurisdiction over this action pursuant to California
27 Constitution Article VI, Section 10, which grants the Superior Court “original jurisdiction in all
28

1 cases except those given by statute to other trial courts.” The statutes under which this action is
2 brought do not grant jurisdiction to any other trial court.

3 63. This Court has jurisdiction over each Defendant because, based on information
4 and belief, each Defendant is a corporation or business entity that has sufficient minimum
5 contacts in California, is a citizen of California, or otherwise intentionally avails itself of the
6 California market either through the distribution or sale of its Products in the State of California
7 or by having a manufacturing, distribution or other facility located in California so as to render
8 the exercise of jurisdiction over it by the California courts consistent with traditional notions of
9 fair play and substantial justice.

10 64. Venue is proper in the Los Angeles Superior Court because numerous violations
11 alleged above have occurred and are occurring in the County of Los Angeles.

12 **FIRST CAUSE OF ACTION**

13 **(Acts of Knowingly and Intentionally Exposing Individuals to a Regulated Chemical(s) as a**
14 **Carcinogen in Violation of H&S Code § 25249.6 *et seq.*,**
15 **By All Defendants)**

16 65. Plaintiff realleges and incorporates by reference as if specifically set forth herein
17 Paragraphs 1 through 64 inclusive.

18 66. From December 7, 2004, and continuing to the present, each Defendant has sold
19 its Products in California in the year preceding the filing of this action. Each Defendant has
20 failed, and continues to fail, to provide clear and reasonable warnings regarding the
21 carcinogenicity of one or more of the Regulated Chemicals to consumers and/or users of its
22 Products, as required by Proposition 65.

23 67. By committing the acts alleged above, each Defendant has, since or after
24 December 7, 2004, violated Proposition 65, by knowingly and intentionally exposing individuals
25 to one or more of the Regulated Chemicals without first giving them clear and reasonable
26 warning regarding the carcinogenicity of one or more Regulated Chemicals. On information and
27 belief, CWLC alleges that within the statutory period each Defendant has engaged in multiple
28

1 sales of its Products in California in violation of the statute. Each of those sales is subject to the
2 statutorily authorized penalty of up to \$2500 per violation.

3 Wherefore, CWLC prays for judgment against each Defendant, as set forth hereafter.

4 **SECOND CAUSE OF ACTION**

5 **(Acts of Knowingly and Intentionally Exposing Individuals to Regulated Chemical(s) as a**
6 **Reproductive Toxin in Violation of H&S Code § 25249.6 *et seq.*,**
7 **By All Defendants)**

8 68. Plaintiff realleges and incorporates by reference as if specifically set forth herein
9 Paragraphs 1 through 67 inclusive.

10 69. From December 7, 2004, and continuing to the present, each Defendant has sold
11 its Products in California in the year preceding the filing of this action. Each Defendant has
12 failed, and continues to fail, to provide clear and reasonable warnings regarding the reproductive
13 toxicity of one or more of the Regulated Chemicals to consumers and/or users of its Products, as
14 required by Proposition 65.

15 70. By committing the acts alleged above, each Defendant has, since or after
16 December 7, 2004, violated Proposition 65, by knowingly and intentionally exposing individuals
17 to one or more of the Regulated Chemicals without first giving them clear and reasonable
18 warning regarding the reproductive toxicity of one or more of the Regulated Chemicals. On
19 information and belief, CWLC alleges that within the statutory period each Defendant has
20 engaged in multiple sales of its Products in California in violation of the statute. Each of those
21 sales is subject to the statutorily authorized penalty of up to \$2500 per violation.

22 Wherefore, CWLC prays for judgment against each Defendant, as set forth hereafter.

23 **PRAYERS FOR RELIEF**

24 Plaintiff CWLC prays for judgment against each Defendant, as set forth hereafter:

25 **On The First and Second Causes of Action (Proposition 65):**

26 1. That the Court, pursuant to H&S Code § 25249.7(a), preliminarily and
27 permanently enjoin each Defendant from offering its respective Products for sale without
28 disclosing the presence of one or more of the Regulated Chemicals in its respective Products in a

1 manner that complies with the Proposition 65 statutory disclosure requirements, as CWLC shall
2 specify in further application to the Court;

3 **On The First and Second Causes of Action (Proposition 65):**

4 2. That the Court, pursuant to H&S Code § 25249.7(b), assess civil penalties against
5 each Defendant in an amount to be determined by the court for each violation of Proposition 65
6 alleged herein since December 7, 2004.

7 **On All Causes of Action:**

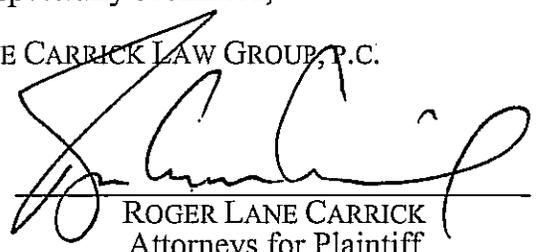
8 Plaintiff California Women's Law Center respectively prays for judgment against each
9 Defendant as follows:

- 10 3. For costs of this action;
11 4. For attorney's fees and costs;
12 5. For interest according to law;
13 6. For such other and further relief as this Court may deem just and proper.

14 Date: November 6, 2006

Respectfully submitted,

15 THE CARRICK LAW GROUP, P.C.

16
17 By 

18 ROGER LANE CARRICK
Attorneys for Plaintiff
California Women's Law Center

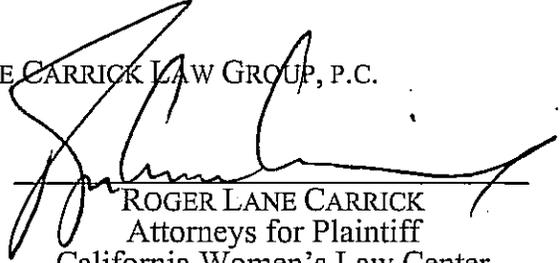
19
20 **DEMANDS FOR JURY TRIAL**

21 Plaintiff California Women's Law Center, a non-profit California corporation, demands a
22 trial by jury on the first and second causes of action in this Second Amended Complaint.

23 Date: November 6, 2006

Respectfully submitted,

24 THE CARRICK LAW GROUP, P.C.

25
26 By 

27 ROGER LANE CARRICK
Attorneys for Plaintiff
California Women's Law Center