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WILLIAM BLUMENTHAL
General Counsel

CHRISTINE J. LEE (CA Bar No. 211462)
THEODORE H. HOPPOCK
GREGORY W. FORTSCH
Federal Trade Commission
600 Pennsylvania Avenue NW, NJ-3212
Washington, DC 20580
Phone: 202-326-2095 (Lee), -3087 (Hoppock), -3617 (Fortsch)
Fax: 202-326-3259

STACY RENE PROCTER (Local Counsel)
CA Bar No. 221078
Federal Trade Commission
10877 Wilshire Boulevard, Suite 700
Los Angeles, CA 90024
Phone: (310) 824-4366
Fax: (310) 824-4380

Attorneys for Plaintiff
Federal Trade Commission

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

AIRBORNE HEALTH, INC., also d/b/a
AIRBORNE, INC., also d/b/a KNIGHT-
MCDOWELL LABS; AIRBORNE
HOLDINGS, INC.; VICTORIA KNIGHT-
MCDOWELL, also d/b/a AIRBORNE,
INC., also d/b/a KNIGHT-MCDOWELL
LABS; and THOMAS JOHN
MCDOWELL, a/k/a RIDER MCDOWELL,
also d/b/a AIRBORNE, INC., also d/b/a
KNIGHT-MCDOWELL LABS,

Defendants.

CV 08 - 05300 PA

COMPLAINT FOR
INJUNCTIVE AND OTHER
EQUITABLE RELIEF

Plaintiff, the Federal Trade Commission ("FTC"), through its undersigned attorneys,
alleges as follows:

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1 business at 26811 South Bay Drive, Suite 300, Bonita Springs, FL, 34134. Airborne Health
2 also maintains an office location at 100 Clock Tower, Suite 120, Carmel, CA, 93923. Since
3 December 2005, acting alone or in concert with others, Airborne Health has manufactured,
4 marketed, distributed, and sold the Airborne Products to consumers throughout the United
5 States. Airborne Health transacts or has transacted business in the Central District of
6 California.

7 6. Defendant Airborne Holdings, Inc. (“Airborne Holdings”) is a Delaware
8 corporation with its principal place of business at Summit Partners, 222 Berkeley St., 18th
9 Floor, Boston MA, 02116. Airborne Holdings is the sole owner of Airborne Health. In May
10 2005, Airborne Acquisition Company, a California corporation and wholly owned subsidiary
11 of Airborne Holdings, merged with and into Airborne, Inc., also d/b/a Knight-McDowell
12 Labs (“Airborne, Inc.”), a California corporation with its principal place of business in
13 Carmel, California. As a result of this merger, Airborne Holdings became the parent
14 company of Airborne, Inc. In December 2005, Airborne Holdings merged Airborne, Inc.
15 with and into Airborne Health, Inc., which continued to use the name “Airborne, Inc.” as a
16 fictitious business name. Since May 2005, acting alone or in concert with others, Airborne
17 Holdings has manufactured, marketed, distributed, and sold the Airborne Products to
18 consumers throughout the United States or has caused the Airborne Products to be
19 manufactured, marketed, distributed, and sold to consumers throughout the United States.
20 Airborne Holdings transacts or has transacted business in the Central District of California.

21 7. Defendant Victoria Knight-McDowell, also d/b/a Airborne, Inc., also d/b/a
22 Knight-McDowell Labs (“Knight-McDowell”), is purportedly the creator of Airborne
23 Original and is the former co-owner, President, and Secretary of Airborne, Inc. She currently
24 resides in Pacific Grove, CA, and is a minority owner and Board Member of Airborne
25 Holdings. At all times relevant to this Complaint, acting alone or in concert with others,
26 Knight-McDowell has formulated, directed, controlled, or participated in the policies, acts,

1 or practices set forth herein. Knight-McDowell transacts or has transacted business in the
2 Central District of California.

3 8. Defendant Thomas John McDowell, also d/b/a Airborne, Inc., also d/b/a
4 Knight-McDowell Labs (“McDowell”), is Knight-McDowell’s husband and is the former co-
5 owner and CEO of Airborne, Inc. He currently resides in Pacific Grove, CA, and is a
6 minority owner of Airborne Holdings. At all times relevant to this Complaint, acting alone
7 or in concert with others, McDowell has formulated, directed, controlled, or participated in
8 the various acts and practices set forth herein. McDowell transacts or has transacted business
9 in the Central District of California.

10 **COMMERCE**

11 9. The acts and practices of Defendants, as alleged herein, have been in or
12 affecting commerce, as “commerce” is defined in Section 4 of the FTC Act, 15 U.S.C. § 44.

13 **DEFENDANTS’ COURSE OF BUSINESS**

14 10. Since 1997 and continuing thereafter, Defendants Knight-McDowell and
15 McDowell (collectively, “Individual Defendants”) have advertised, promoted, offered for
16 sale, sold, and distributed Airborne Original to the public, with national distribution
17 beginning in approximately 2000.

18 11. Since May 2005 and continuing thereafter, Defendant Airborne Holdings has
19 advertised, promoted, offered for sale, sold, and distributed Airborne Original and the other
20 Airborne Products to the public.

21 12. Since December 2005 and continuing thereafter, Defendant Airborne Health
22 has advertised, promoted, offered for sale, sold, and distributed Airborne Original and the
23 other Airborne Products to the public.

24 13. Airborne Effervescent Health Formula (“Airborne Original”) is a dietary
25 supplement containing 17 herbs and nutrients. Its ingredients include vitamin A, vitamin C,
26 vitamin E, riboflavin, zinc, ginger, echinacea, amino acids, and electrolytes. The original

1 formula is an orange-flavored effervescent tablet sold in plastic tubes of ten tablets, with
2 directions to drop a tablet into a glass of water, let dissolve, and drink. Airborne Original is
3 currently available in three flavors: Orange, Lemon-Lime, and Pink Grapefruit.

4 14. Additional Airborne Products include Airborne Jr. (a grape-flavored
5 effervescent tablet containing 17 herbs and nutrients in approximately half the dosage of
6 Airborne Original, intended for use by children between the ages of 4 and 10), Airborne
7 Nighttime (an apple cider-flavored effervescent tablet based on the same formula as
8 Airborne Original, with added herbs to purportedly promote soothing and relaxation),
9 Airborne On-the-Go (a lemon-lime-flavored powder that can be poured into a water bottle),
10 and Airborne Power Pixies (a cherry-flavored powder containing 15 herbs and nutrients that
11 is poured directly onto the tongue, intended for use by children between the ages of 4 and
12 12).

13 15. Suggested retail prices for the Airborne Products range from approximately
14 \$6.99 to \$8.99. The Airborne Products are available at a wide range of retail stores,
15 including Trader Joe's, Walgreens, CVS, Wal-Mart, and Costco, as well as online at
16 www.airbornehealth.com. Sales of Airborne Products from inception through mid-2005
17 exceeded \$80 million, and sales of Airborne Products from mid-2005 through mid-2007
18 exceeded \$300 million.

19 16. To induce consumers to purchase the Airborne Products, Defendants
20 advertised and promoted Airborne Original and the other Airborne Products through radio
21 and television advertisements on shows such as Rush Limbaugh, Dr. Laura Schlesinger,
22 Oprah, Wheel of Fortune, and Jeopardy; print advertisements in national publications such as
23 Prevention, People, National Enquirer, USA Today, and in-flight magazines; celebrity
24 endorsements from persons such as Howard Stern and Barry Williams; and promotional
25 events and sponsorships such as "The Airborne Lounge" at the Sundance Film Festival and a
26 promotional booth at the International Consumer Electronics Show.

1 17. Individual Defendants disseminated or caused to be disseminated
2 advertisements, product labels, and other promotional material, including, but not limited to,
3 the attached Exhibits A through E, containing, among other things, the following statements
4 or depictions:

5 a. Radio Advertisement (Exhibit A)

6 **(Sneezing.)**

7 *Female Announcer:* Are these hideous sounds familiar to you, dear
8 friend? Then why haven't you tried Airborne, the amazing new
9 product created by a school teacher who was sick of catching colds in
10 class. First came the wheel, then canned food and the Internet. Now,
11 Airborne. Do you get a sore throat every time you turn around, catch
12 colds at the office or on airplanes? Well, then your ship's come in,
13 baby. Just listen to our fan mail. "Airborne got rid of my cold in one
14 hour," writes David Mars. "A miracle cold buster," says Tommy
15 Greico (*ph*). So, next time you feel a cold coming on, take Airborne.
16 Yeah!

17 *Victoria Knight-McDowell:* Hi, this is Victoria Knight-McDowell.
18 I'm a second grade teacher and I developed the dietary supplement,
19 Airborne, because I was sick of catching colds in class. When you
20 feel that first cold symptom, won't you please give Airborne a try?
21 Thank you.

22 b. Radio Advertisement (Exhibit B)

23 *Female Announcer:* Here at Airborne Command Headquarters, we get
24 hundreds of letters, some worthy of Chaucer, some not. But one thing
25 they all agree on, they all love Airborne, the wonderful product
26 created by a school teacher who was sick of catching colds in class.
Now, what kind of kook writes in to praise a product you ask? Hey,
man, we're talking Airborne, the effervescent health formula that you
drop in water and it tastes great. "Airborne is a miracle cold remedy,"
writes Julie Winn (*ph*). "Finally a cure for the common cold," says
Alec McMyrtle (*ph*). Do these sound like kooks to you? Of course
not. So, take Airborne, it's really good. Yeah!

27 *Victoria Knight-McDowell:* Hi, this is Victoria Knight-McDowell.
28 I'm a second grade teacher and I developed the dietary supplement,
29 Airborne, because I was sick of catching colds in class. When you
30 feel that first cold symptom, won't you please give Airborne a try?
31 Thank you.

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c. Radio Advertisement (Exhibit C)

Male Announcer [Howard Stern]: Airborne is a natural cold remedy that was created by a second grade teacher who was sick of catching colds in class.

Female Announcer [Robin Quivers]: I think that’s a pretty amazing statement. A second grade teacher invented a cold remedy.

Male Announcer [Howard Stern]: If you take Airborne at the first sign of a cold symptom, just drop one effervescent Airborne tablet in water. Let it dissolve in your drink. Its natural orange flavor tastes great! Each Airborne tablet contains 17 natural ingredients including seven herbal extracts, antioxidants, electrolytes and amino acids. Airborne has been clinically proven to fight cold symptoms and has become the number one selling natural cold remedy in America, according to Walgreen’s. Now who uses Airborne? Everyone. Business people, students, senior citizens, homemakers, frequent flyers, Hollywood celebrities like Kevin Costner and Sarah Jessica Parker, and you know they know what they’re doing. Actually, anyone who can’t afford to catch a cold uses Airborne. Airborne is available at Duane Reed (*sic*), Walgreen’s, Rite Aid, CVS, Brooks, and Trader Joe’s. Ask for clinically proven Airborne.

d. Sell Sheet (Exhibit D)

Sick of Catching Colds??

“Finally a natural cold remedy that works!!”
–PC Smith Jr., Charlotte, NC

**Introducing Airborne Effervescent Health Formula
Take at First Sign of a Cold Symptom or as a Preventative**

AIRBORNE’S® unique natural formula of seven Herbal Extracts, Antioxidants, Electrolytes, and Amino Acids, offers guaranteed cold fighting protection. Plus if taken at the first sign of a cold symptom, its herbal formulation is clinically proven to nip most colds in the bud. **AIRBORNE®** also acts as a preventative in crowded places like airplanes, offices and schools which can be spawning grounds for germs that cause colds and sickness! And its natural ginger component helps fight nausea!...

“A Miracle Cold Buster!”
–Carme Grieco, Northbrook, IL

e. Airborne Original Packaging (Exhibit E)

Front Panels:
[Graphic: several cartoon multicolored germs, and cartoon illustration of a man in a suit and tie on an airplane seated

1 *next to a woman coughing into her hand, and in front of a man*
2 *blowing his nose.]*

3 #1 Best Seller in the USA!

4 Take **Airborne**

5 Effervescent Dietary Supplement

6 CREATED BY A SCHOOL TEACHER!

7 FOR USE IN:

- 8 ▶Airplanes
- 9 ▶Offices
- 10 ▶Schools
- 11 ▶Restaurants
- 12 ▶Health Clubs
- 13 ▶Theaters...

14 **Top Panel:**

15 ... Take at the FIRST sign of a cold symptom*
16 or before entering crowded environme...[remainder cut-off by
17 graphic on package]

18 **Side Panel:**

19 ... DIRECTIONS: AT THE **FIRST** SIGN OF A COLD
20 SYMPTOM, SIMPLY DROP (1) AIRBORNE TABLET IN A
21 SMALL AMOUNT OF PLAIN WATER, LET DISSOLVE
22 (ABOUT 1 MINUTE) and DRINK.* REPEAT EVERY
23 THREE HOURS AS NECESSARY.... EFFERVESCENT
24 TECHNOLOGY OFFERS 100% IMMEDIATE ABSORPTION!
25 **TAKE AT THE FIRST SIGN OF COLD SYMPTOM OR**
26 **IN CROWDED PLACES***

Back Panel:

[Graphic: Cartoon of a man in a tie next to a water cooler
with two germs hovering overhead; he sneezes into a
handkerchief (“Ah-choo!”) while a woman and several other
workers in cubicles view the germs with consternation. A
cartoon of a man in a suit and tie on an airplane seated next to
a woman coughing into her hand, and in front of a man
blowing his nose; several germs hover directly overhead.]

AIRBORNE Effervescent Health Formula

Take at the FIRST sign of a cold symptom or before entering
crowded environments, like airplanes, offices and schools.*
AIRBORNE was developed by a school teacher who was sick
of getting sick in the classroom.* It can be taken 2 ways: at the
first sign of a cold symptom, or before entering crowded
environments, like airplanes and offices.* Airborne’s unique
natural formula contains 17 herbs and nutrients, including
ginger for nausea!...

Bottom Panel:

[Graphic: photograph of Victoria Knight-McDowell holding a
package of Airborne Original]

... “Thank you for using Airborne! I created Airborne because,

1 as a teacher dealing with young children, I was sick of catching
2 colds in the classroom.”*

3 –Victoria Knight-McDowell,
4 2nd grade teacher & developer of **Airborne**
5 formula....

6 [All asterisks on package apparently refer to a small text box at the
7 bottom of the back panel asserting, in fine print: “*These statements
8 have not been evaluated by the Food and Drug Administration. This
9 product is not intended to diagnose, treat, cure or prevent any
10 disease.”]

11 18. Defendants Airborne Health and Airborne Holdings (collectively, “Corporate
12 Defendants”) created, prepared, disseminated, or caused to be disseminated advertisements,
13 product labels, and other promotional material, some featuring Defendant Knight-McDowell,
14 including, but not limited to, the attached Exhibits F1 through K, containing, among other
15 things, the following statements or depictions:

16 a. Storyboard and Television Advertisement (Exhibits F1 and F2)

17 (“GERM” breathes on child’s apple.)

18 GERM: There you go.

19 (“GERM” sneezes in water fountain.)

20 GERM: Did you see that?

21 (“GERM” spits on hands to cross monkey bars.)

22 GERM: Careful, it’s slippery.

23 (“GERM” getting off bus with child.)

24 Male Announcer: At the end of the day, germs and viruses come
25 home, too. And they love to meet parents.

26 (“GERM” eating snack and dipping it in mother’s and child’s
milk.)

GERM: And one, two, three, in the mouth.

ON SCREEN: Created by a school teacher.

Male Announcer: Take Airborne, the immune-boosting tablet that
helps your body fight germs...

b. Storyboard and Television Advertisement (Exhibits G1 and G2)

(“GERM” sits on bus.)

GERM: Hello.

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(“GERM” sneezes on money.)

GERM: Oh, do you have change?

(“GERM” picking up bagels off plate and sniffing them.)

GERM: Oh, yes, these look good. Would you like cinnamon or blueberry.

(“GERM” getting in minivan and sneezing on basketball.)

Kids: Ewwww.

ON SCREEN: Use only as directed. These statements have not been evaluated by the FDA. This product is not intended to diagnose, treat, cure or prevent any disease.

Male Announcer: When germs wear you down all day, take Airborne Nighttime.

ON SCREEN: Created by a school teacher.

Male Announcer: All the immune-boosting benefits plus natural herbs that can help you get a good night’s rest and stay healthy. Have you taken your Airborne?...

c. Radio Advertisement (Exhibit H)

(School bell ringing.)

Female Teacher: Good morning, everyone.

Children: Good morning.

Female Teacher: Welcome back to school. I’m your new teacher, Ms. Filifant. And, now, I’d like to know your names.

Female Child: I’m ah, ah, ah, (sneezing) Amanda.

Female Child: I’m (sniffling) Kayla.

Male Child: I’m (coughing) Corey. I brought you this apple. It’s supposed to keep the doctor away. (Coughing).

Female Teacher: Why thank you, Corey.

Victoria Knight-Mcdowell: The vacation from school germs is officially over. Hi, I’m Victoria Knight-McDowell, the school teacher who created Airborne, the original germ-fighting, immune-boosting tablet that can help you and your family fight those back-to-school germs. Only Airborne has fast effervescent action with 17 natural ingredients and Airborne comes in great-tasting flavors, orange, lemon lime and grape Airborne, Jr.

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Female Teacher: Oh, don't forget to take home your germs – I mean, homework. (Sneezing). Great, just great.

Victoria Knight-Mcdowell: Be sure to put Airborne on your back-to-school list.

- d. Advertisement from USA Today (Exhibit I)

[Graphic: Cartoon of a man in a suit and tie on an airplane looking at germs hovering overhead; he is seated next to a woman coughing into her hand, and in front of a man blowing his nose. Photograph of a package of Airborne Original.]

GERMS TRAVEL OVER THE HOLIDAYS, TOO.

TAKE AIRBORNE TO BOOST YOUR IMMUNE SYSTEM AND HELP YOU STAY HEALTHY.

- e. Advertisement appearing in Budget Travel, National Geographic Traveler, and Travel + Leisure (Exhibit J)

The germs
from 17A are
now arriving in 2B.

[Graphic: a man in a middle seat on a airplane, sneezing without covering his mouth and nose; a heavy shower of mucus sprays out in front of him and onto the displeased passengers on either side of him.]

If you could see germs, you'd know they're a force to be reckoned with. And you'd take Airborne to defend yourself. Airborne is the original effervescent immune-boosting tablet that helps your body fight airborne germs. It's the only one created by a schoolteacher and trusted by millions.

[Graphic: photograph of a carton and tube of Original Airborne.]

airbornehealth.com

- f. Airborne Original Packaging (Exhibit K)

Front Panels:

[Graphic: several cartoon multicolored germs, and cartoon illustration of a man in a suit and tie on an airplane seated next to a woman coughing into her hand, and in front of a man blowing his nose.]

#1 Best Seller in the USA!
Zesty Orange Dietary Supplement
CREATED BY A SCHOOL TEACHER!

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- FOR USE IN:
- ▶Airplanes
 - ▶Offices
 - ▶Schools
 - ▶Restaurants
 - ▶Health Clubs
 - ▶Theaters...

Top Panel:
The original immune-boosting tablet*

Side Panel:
... DIRECTIONS: SIMPLY DROP (1) AIRBORNE TABLET IN A SMALL AMOUNT OF PLAIN WATER, LET DISSOLVE (ABOUT 1 MINUTE) and DRINK. REPEAT EVERY THREE HOURS AS NECESSARY....
EFFERVESCENT TECHNOLOGY OFFERS 100% IMMEDIATE ABSORPTION!

Back Panel:
[Graphic: Cartoon of a man in a tie next to a water cooler with two germs hovering overhead; he sneezes into a handkerchief ("Ah-choo!") while a woman and several other workers in cubicles view the germs with consternation. A cartoon of a man in a suit and tie on an airplane seated next to a woman coughing into her hand, and in front of a man blowing his nose; several germs hover directly overhead.]

AIRBORNE Effervescent Health Formula
Take AIRBORNE to boost your immune system. A healthy immune system helps your body fight germs. Take before entering crowded environments, like airplanes, offices and schools.*
AIRBORNE was developed by a school teacher to boost her immune system, so that it could help her body fight against germs that abound in the classroom. Airborne's unique natural formula contains 17 herbs and nutrients, including ginger for nausea!...

Bottom Panel:
[Graphic: photograph of Victoria Knight-McDowell holding a package of Airborne Original]

... "Thank you for using Airborne! I created Airborne because, as a teacher I needed help supporting my immune system, especially in the classroom."*
-Victoria Knight-McDowell,
2nd grade teacher & developer of **Airborne** formula....

*[All asterisks on package apparently refer to a small text box at the bottom of the back panel asserting, in fine print: "*These statements*

1 have not been evaluated by the Food and Drug Administration. This
2 product is not intended to diagnose, treat, cure or prevent any
disease.”]

3 **DEFENDANTS’ VIOLATIONS OF THE FTC ACT**

4 19. Section 5(a) of the FTC Act, 15 U.S.C. § 45(a), prohibits unfair or deceptive
5 acts or practices in or affecting commerce. Section 12(a) of the FTC Act, 15 U.S.C. § 52(a),
6 prohibits the dissemination of any false advertisement in or affecting commerce for the
7 purpose of inducing, or which is likely to induce, the purchase of food, drugs, devices,
8 services, or cosmetics. For the purposes of Section 12 of the FTC Act, 15 U.S.C. § 52, the
9 Airborne Products are “foods” or “drugs” pursuant to Sections 15(b) and (c) of the FTC Act,
10 15 U.S.C. §§ 55(b) and (c). As set forth below, Defendants have engaged and are continuing
11 to engage in such unlawful practices in connection with the marketing and sale of the
12 Airborne Products.

13
14 **COUNT ONE**
15 **Unsubstantiated Prevention and Treatment Claims**
(All Defendants)

16 20. Through the means described in Paragraphs 17 and 18, including the
17 statements and depictions contained in the advertisements attached as Exhibits A through K,
18 among others, Defendants have represented, expressly or by implication, that the Airborne
19 Products:

- 20 a. Reduce the risk of or prevent colds, sickness, or infection;
- 21 b. Protect against or help fight germs;
- 22 c. Reduce the severity or duration of a cold; and
- 23 d. Protect against colds, sickness, or infection in crowded places such as
24 airplanes, offices, or schools.

1 21. The representations set forth in Paragraph 20 were not substantiated at the
2 time the representations were made. Therefore, the making of the representations set forth in
3 Paragraph 20 constitutes a deceptive practice, and the making of false advertisements, in or
4 affecting commerce, in violation of Sections 5(a) and 12 of the FTC Act, 15 U.S.C. §§ 45(a)
5 and 52.

6 **COUNT TWO**
7 **False Establishment Claims**
8 (Individual Defendants)

9 22. Through the means described in Paragraph 17, including the statements and
10 depictions contained in the advertisements attached as Exhibits C and D, among others,
11 Individual Defendants have represented, expressly or by implication, that clinical studies
12 prove that Airborne Original reduces the severity and duration of colds.

13 23. The representation set forth in Paragraph 22 is false. Therefore, the making of
14 the representation in Paragraph 22 constitutes a deceptive practice, and the making of a false
15 advertisement, in or affecting commerce, in violation of Sections 5(a) and 12 of the FTC Act,
16 15 U.S.C. §§ 45(a) and 52.

17 **CONSUMER INJURY**

18 24. Consumers throughout the United States have suffered and continue to suffer
19 substantial monetary loss as a result of Defendants’ unlawful acts and practices. In addition,
20 Defendants have been unjustly enriched as a result of their unlawful practices. Absent relief
21 by this Court, Defendants are likely to continue to injure consumers, reap unjust enrichment,
22 and harm the public interest.

23 **THIS COURT’S POWER TO GRANT RELIEF**

24 25. Section 13(b) of the FTC Act, 15 U.S.C. § 53(b), empowers this Court to
25 grant injunctive and such other relief as the Court may deem appropriate to halt and redress
26 violations of the FTC Act. The Court, in the exercise of its equitable jurisdiction, may award
other ancillary relief, including, but not limited to, rescission or reformation of contracts,

1 restitution, the refund of monies paid, and the disgorgement of ill-gotten monies caused by
2 Defendants' law violations.

3 **PRAYER FOR RELIEF**

4 WHEREFORE, Plaintiff Federal Trade Commission, pursuant to Section 13(b) of the
5 FTC Act, 15 U.S.C. § 53(b), and the Court's own equitable powers, requests that the Court:

6 1. Enter a permanent injunction to prevent future violations of the FTC Act by
7 Defendants;

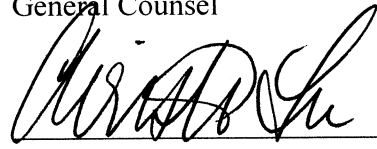
8 2. Award such relief as the Court finds necessary to redress injury to consumers
9 resulting from Defendants' violations of the FTC Act, including, but not limited to,
10 rescission or reformation of contracts, restitution, the refund of monies paid, and the
11 disgorgement of ill-gotten monies from Defendants and, to the extent necessary, from Relief
12 Defendants; and

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3. Award Plaintiff the costs of bringing this action, as well as such other and additional relief as the Court may determine to be just and proper.

Respectfully Submitted,
WILLIAM BLUMENTHAL
General Counsel



Dated: August 13, 2008

CHRISTINE J. LEE
THEODORE H. HOPPOCK
GREGORY W. FORTSCH
600 Pennsylvania Avenue NW, NJ-3212
Washington, DC 20580
Tel: 202-326-2095 (Lee)
Fax: 202-326-3259

Attorneys for Plaintiff
Federal Trade Commission

FEDERAL TRADE COMMISSION

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COMMERCIAL:

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Airborne

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FEDERAL TRADE COMMISSION

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In the Matter of:)
Airborne Health, Inc.) Matter No. 0723183
)
-----)
Date Unknown

The following transcript was produced from a
CD-ROM provided to For The Record, Inc. on August 27,
2007.

For The Record, Inc.
(301) 870-8025 - www.ftrinc.net - (800) 921-5555

1 you please give Airborne a try? Thank you.

2 **(The commercial was concluded.)**

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For The Record, Inc.
(301) 870-8025 - www.ftrinc.net - (800) 921-5555

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C E R T I F I C A T I O N O F T Y P I S T

MATTER NUMBER: 0723183

CASE TITLE: AIRBORNE HEALTH, INC.

TAPING DATE: DATE UNKNOWN

TRANSCRIPTION DATE: AUGUST 27, 2007

I HEREBY CERTIFY that the transcript contained herein is a full and accurate transcript of the tapes transcribed by me on the above cause before the FEDERAL TRADE COMMISSION to the best of my knowledge and belief.

DATED: AUGUST 27, 2007

ELIZABETH M. FARRELL

C E R T I F I C A T I O N O F P R O O F R E A D E R

I HEREBY CERTIFY that I proofread the transcript for accuracy in spelling, hyphenation, punctuation and format.

WANDA J. RAVER

For The Record, Inc.
(301) 870-8025 - www.ftrinc.net - (800) 921-5555

FEDERAL TRADE COMMISSION

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COMMERCIAL:

PAGE:

Airborne

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FEDERAL TRADE COMMISSION

In the Matter of:)
Airborne Health, Inc.) Matter No. 0723183
)
-----)
Date Unknown

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CD-ROM provided to For The Record, Inc. on August 27,
2007.

For The Record, Inc.
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1 **P R O C E E D I N G S**

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3 **COMMERCIAL - AIRBORNE**

4 FEMALE ANNOUNCER: Here at Airborne Command
5 Headquarters, we get hundreds of letters, some worthy of
6 Chaucer, some not. But one thing they all agree on, they
7 all love Airborne, the wonderful product created by a
8 school teacher who was sick of catching colds in class.

9 Now, what kind of kook writes in to praise a
10 product you ask? Hey, man, we're talking Airborne, the
11 effervescent health formula that you drop in water and it
12 tastes great.

13 Airborne is a miracle cold remedy, writes Julie
14 Winn.

15 Finally a cure for the common cold, says Alec
16 McMyrtle.

17 Do these sound like kooks to you? Of course
18 not. So, take Airborne, it's really good. Yeah!

19 VICTORIA KNIGHT-McDOWELL: Hi, this is Victoria
20 Knight-McDowell. I'm a second grade teacher and I
21 developed the dietary supplement, Airborne, because I was
22 sick of catching colds in class.

23 When you feel that first cold symptom, won't
24 you please give Airborne a try? Thank you.

25 **(The commercial was concluded.)**

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EXHIBIT B

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C E R T I F I C A T I O N O F T Y P I S T

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1 **OFFICIAL TRANSCRIPT PROCEEDING**
2 **FEDERAL TRADE COMMISSION**

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6 MATTER NO. 0723183

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8 TITLE AIRBORNE HEALTH, INC.

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10 DATE RECORDED: DATE UNKNOWN
11 TRANSCRIBED: AUGUST 27, 2007

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18 COMMERCIAL -- AIRBORNE

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FEDERAL TRADE COMMISSION

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COMMERCIAL:

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Airborne

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1 **P R O C E E D I N G S**

2 - - - - -

3 **COMMERCIAL - AIRBORNE**

4 **(Music playing.)**

5 MALE ANNOUNCER: Airborne is a natural cold
6 remedy that was created by a second grade teacher who was
7 sick and catching colds in class.

8 FEMALE ANNOUNCER: I think that's a pretty
9 amazing statement. A second grade teacher invented a
10 cold remedy.

11 MALE ANNOUNCER: If you take Airborne at the
12 first sign of a cold symptom, just drop one effervescent
13 Airborne tablet in water. Let it dissolve in your drink.
14 Its natural orange flavor tastes great. Each Airborne
15 tablet contains 17 natural ingredients including seven
16 herbal extracts, antioxidants, electrolytes and amino
17 acids. Airborne has been clinically proven to fight cold
18 symptoms and has become the number one selling natural
19 cold remedy in America, according to Walgreen's.

20 Now, who uses Airborne? Everyone. Business
21 people, students, senior citizens, homemakers, frequent
22 flyers, Hollywood celebrities like Kevin Costner and Sara
23 Jessica Parker, and you know they know what they're
24 doing. Actually, anyone who can't afford to catch a cold
25 uses Airborne. Airborne is available at Duane Reed,

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EXHIBIT C

1 Walgreen's, Rite Aid, CVS, Brooks, and Trader Joe's. Ask
2 for clinically proven Airborne.

3 **(The commercial was concluded.)**

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EXHIBIT C

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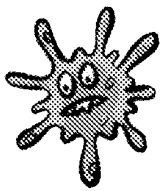
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For The Record, Inc.
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SICK OF CATCHING COLDS??

'Finally a natural cold remedy that works!!'

-PC Smith Jr., Charlotte, NC



Introducing

AIRBORNE®



EFFERVESCENT HEALTH FORMULA

TAKE AT FIRST SIGN OF A COLD SYMPTOM OR AS A PREVENTATIVE

As seen on CBS TV, CNN.
Featured in the National Enquirer, INC. Magazine, Forbes, Prevention.

- **AIRBORNE'S®** unique natural formula of seven Herbal Extracts, Antioxidants, Electrolytes, and Amino Acids, offers guaranteed cold fighting protection. Plus if taken at the first sign of a cold symptom, its herbal formulation is clinically proven to nip most colds in the bud. **AIRBORNE®** also acts as a preventative in crowded places like airplanes, offices and schools which can be spawning grounds for germs that cause colds and sickness! And its natural ginger component helps fight nausea!
- Simply drop one **AIRBORNE®** effervescent tablet in water, dissolve, and drink. Its natural orange flavor tastes great! Drink cold or in hot water to sooth the throat!!



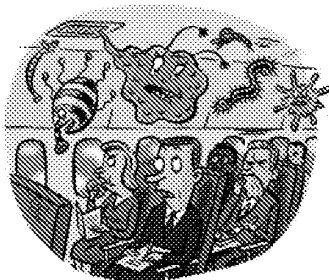
"A Miracle Cold Buster!"

-CARME GRIECO, NORTHBROOK, IL

CROSS-MERCHANDISE COUGH/COLD & TRAVEL HEALTH

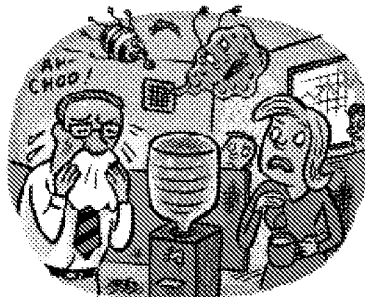
LARGE MARKET

Americans catch an average of 4 colds a year. A recent government survey identified the common cold as the number one health complaint. The FAA estimates 600 MILLION PEOPLE pass through American airports each year. Statistics cite "unhealthy air" as the leading concern of airline customers. Workers in our highly technological society spend close to 90% of their time indoors. The EPA estimates that exposure to airborne germs may be as much as nine times greater indoors than outdoors! For use in airplanes, offices, schools, hospitals, restaurants and any crowded environment.



SALES SUPPORT FROM A HUGE PR & ADVERTISING PROGRAM!

- Spot Radio in Key distribution markets.
- Four Color Print Ads in most major publications.
- National Publicity Campaign.
- In-Store Product Sampling, Signage, and Promotions.
- Used by Hollywood celebrities and pro sports teams like the San Francisco 49ers and New York Giants.



CONSUMER & RETAIL BENEFITS:

- High profit margin from a proven best seller!
- Year-round sell through!
- Powerful herbal formula acts as a preventative!
- Absorbed in seconds, unlike conventional supplements!
- No Artificial Colors, Flavors, or Preservatives!
- Refreshing orange flavor is natural and tastes great in hot or cold water!
- 100% Guaranteed!



NEXT TIME, PLOP THE AIRBORNE !

Knight-McDowell Labs
P.O. Box 2884
Carmel, CA. 93921
Tele: 1-831-626-4407
FAX: 1-831-620-0992

AIRBORNE® AIRBORNE® AIRBORNE®

#1 Best Seller in the USA!

Thank you America

©KLM LABS

See inside for exciting NEW products

Take Airborne®

Effervescent DIETARY SUPPLEMENT

Airborne®

EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT



Send in 6 Proof of Purchase panels with store receipts get 1 FREE box* * Airborne Formula.



Take at the **FIRST** sign of a cold symptom* or before entering crowded environments

Buy 6 get 1 FREE

Airborne®

CREATED BY A SCHOOL TEACHER!

CONTENTS: 1 TUBE

- Seven Herbal Extracts!
- Antioxidants!
- Electrolytes!
- Amino Acids!
- 1,000mg of Vitamin C!
- Tastes Great!

CSF 156
EXP 05/07

10 TABLETS PER TUBE

FOR USE IN:

- ▶ Airplanes
- ▶ Offices
- ▶ Schools
- ▶ Restaurants
- ▶ Health Clubs
- ▶ Theaters...



NET WT 1.7 OZ (47 G) 10 TABLETS

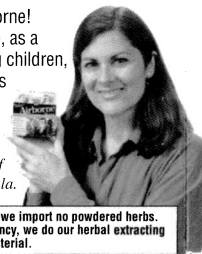
DIRECTIONS: AT THE **FIRST** SIGN OF A COLD SYMPTOM, SIMPLY DROP (1) AIRBORNE TABLET IN A SMALL AMOUNT OF PLAIN WATER. LET DISSOLVE (ABOUT 1 MINUTE) AND DRINK.* REPEAT EVERY THREE HOURS AS NECESSARY. CHILDREN: ONE HALF TABLET. AS WITH ALL DIETARY SUPPLEMENTS, PREGNANT WOMEN OR PEOPLE ON MEDICATION SHOULD CONSULT PHYSICIAN BEFORE TAKING. SEALED WITH A TAMPER EVIDENT CAP FOR YOUR PROTECTION. MAY BE USED IN HOT OR COLD WATER. EFFERVESCENT TECHNOLOGY OFFERS 100% IMMEDIATE ABSORPTION!

TAKE AT THE FIRST SIGN OF COLD SYMPTOM OR IN CROWDED PLACES*

Made in USA for Airborne, Inc.
P.O. Box 2884 Carmel, CA 93921
Comments: (800) 590-9794
Visit us at www.AirborneHealth.com

"Thank you for using Airborne!
I created Airborne because, as a teacher dealing with young children, I was sick of catching colds in the classroom!"

—Victoria Knight-McDowell, 2nd grade teacher & developer of Airborne Formula.



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DUBA13

ERROL4

*Clubs, groups and organizations are not eligible. Void if all requirements not fulfilled. Duplication or copy not acceptable.

Airborne is proud of the fact that we import no powdered herbs. To ensure safety, purity and potency, we do our herbal extracting in America using whole plant material.

Next time, pop the AIRBORNE!



NO ARTIFICIAL COLORS OR PRESERVATIVES. Recyclable Carton. This product is not intended to diagnose, treat, cure or prevent any disease. *These statements have not been evaluated by the Food and Drug Administration.



OTHER INGREDIENTS: Citric Acid, Sodium Bicarbonate, Sorbitol, Potassium Bicarbonate, Orange Flavor, Mineral Oil, Sucralose, Acesulfame Potassium.

SUPPLEMENT FACTS: Serv size 1 tablet. Servings: 10. Amount per serving:

Calories 0, Total Fat 0g, Sodium 230mg (10% DV)*, Total Carb 0g, Sugars 0g, Protein 0g, Vitamin A (100% Palmitate) 5,000 IU (100% DV)*, Vitamin C (Ascorbic Acid) 1,000mg (1,670% DV)*, Vitamin E (Acetate) 30 IU (100% DV)*, Riboflavin 2.8mg (170% DV)*, Magnesium (Oxide & Sulfate) 40mg (10% DV)*, Zinc (Sulfate) 8mg (55% DV)*, Selenium (Amino Acid Chelate) 15mcg (20% DV)*, Manganese (Glucuronate) 5mg (150% DV)*, Potassium (Bicarbonate) 75mg (2% DV)*, Herbal Extracts (Proprietary blend of Malodectin, Lonicera, Forsythia, Schizonepeta, Ginger, Chinese Vitex, Isatis Root, Echinacea) 350mg (DV)*, Amino Acids (Glutamine as L-Glutamine, Lysine as L-Lysine HCl) 50mg (DV)*, *Daily Value based on a 2000 calorie diet. **Daily Value not established.

AIRBORNE® was developed by a school teacher who was sick of getting sick in the classroom.* It can be taken 2 ways: at the first sign of a cold symptom, or before entering crowded environments, like airplanes and offices.* Airborne's unique natural formula contains 17 herbs and nutrients, including ginger for nausea!



Take AIRBORNE® Effervescent Health Formula
AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE®
EFFERVESCENT!!



GERM GUY: There ya go.



GERM GUY: (Sneezes) Did you see that?



GERM GUY: Careful it's slippery!

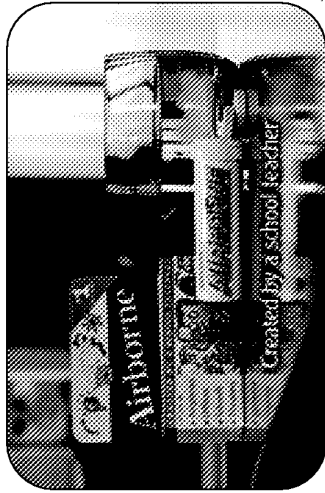


ANNCR: At the end of the day, germs and viruses come home, too...



and they love to meet parents.

GERM GUY: One. Two. Three, in the mouth!



ANNCR: Take Airborne, the immune-boosting tablet that helps your body fight germs.



ANNCR: Save now at Airbornecoupon.com



GERM GUY: Mmmm!

1 OFFICIAL TRANSCRIPT PROCEEDING

2 FEDERAL TRADE COMMISSION

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MATTER NO. 0723183

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TITLE AIRBORNE HEALTH, INC.

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DATE RECORDED: DATE UNKNOWN

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TV COMMERCIAL -- AIRBORNE

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FEDERAL TRADE COMMISSION

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COMMERCIAL:

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Airborne TV Commercial

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P R O C E E D I N G S

- - - - -

TV COMMERCIAL - AIRBORNE

("GERM" breathes on child's apple.)

GERM: There you go.

("GERM" sneezes in water fountain.)

GERM: Did you see that?

("GERM" spits on hands to cross monkey bars.)

GERM: Careful, it's slippery.

("GERM" getting off bus with child.)

MALE ANNOUNCER: At the end of the day, germs and viruses come home, too. And they love to meet parents.

("GERM" eating snack and dipping it in mother's and child's milk.)

GERM: And one, two, three, in the mouth.

ON SCREEN: Created by a school teacher.

MALE ANNOUNCER: Take Airborne, the immune-boosting tablet that helps your body fight germs.

ON SCREEN: Save \$3.00 AirborneCoupon.com

1-800-800-8000

MALE ANNOUNCER: Save now at AirborneCoupon.com.

("GERM" eating.)

GERM: Mmmm.

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EXHIBIT F2

(The commercial was concluded.)

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C E R T I F I C A T I O N O F T Y P I S T

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(301) 870-8025 - www.ftrinc.net - (800) 921-5555



GERM GUY: Hello. Oh. (Sneezes)



GERM GUY: Do you have change?



GERM GUY: These look good, huh? Would you like uh, cinnamon or blueberry?



MOM: Hey guys.
GERM GUY: (Laughs) (sneezes)



GERM GUY, KIDS: Ew.
ANNCR: When germs wear you down all day...



...take Airborne Nighttime.
All the immune-boosting benefits...



...plus natural herbs that can help you get a good night's rest and stay healthy.



ANNCR: Have you taken your Airborne?
GERM GUY: Hello?

**OFFICIAL TRANSCRIPT PROCEEDING
FEDERAL TRADE COMMISSION**

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MATTER NO.	0723183
TITLE	AIRBORNE HEALTH, INC.
DATE	RECORDED: DATE UNKNOWN TRANSCRIBED: AUGUST 27, 2007
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TV COMMERCIAL -- AIRBORNE

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FEDERAL TRADE COMMISSION

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P R O C E E D I N G S

- - - - -

TV COMMERCIAL - AIRBORNE

("GERM" sits on bus.)

GERM: Hello.

("GERM" sneezes on money.)

GERM: Oh, do you have change?

("GERM" picking up bagels off plate and sniffing them.)

GERM: Oh, yes, these look good. Would you like cinnamon or blueberry.

("GERM" getting in minivan and sneezing on basketball.)

KIDS: Ewwww.

ON SCREEN: Use only as directed. These statements have not been evaluated by the FDA. This product is not intended to diagnose, treat, cure or prevent any disease.

MALE ANNOUNCER: When germs wear you down all day, take Airborne Nighttime.

ON SCREEN: Created by a school teacher.

MALE ANNOUNCER: All the immune-boosting benefits plus natural herbs that can help you get a good night's rest and stay healthy.

Have you taken your Airborne?

For The Record, Inc.
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EXHIBIT G2

1 **("GERM" climbing into bedroom window.)**

2 GERM: Hello.

3 **(The commercial was concluded.)**

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EXHIBIT G2

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MATTER NO. 0723183

TITLE AIRBORNE HEALTH, INC.

DATE RECORDED: DATE UNKNOWN
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PAGES 1 THROUGH 5

COMMERCIAL -- AIRBORNE

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EXHIBIT H

FEDERAL TRADE COMMISSION

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In the Matter of:)
Airborne Health, Inc.) Matter No. 0723183
)
-----)
 Date Unknown

The following transcript was produced from a
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2007.

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P R O C E E D I N G S

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COMMERCIAL - AIRBORNE

(School bell ringing.)

FEMALE TEACHER: Good morning, everyone.

CHILDREN: Good morning.

FEMALE TEACHER: Welcome back to school. I'm your new teacher, Ms. Filifant. And, now, I'd like to know your names.

FEMALE CHILD: I'm ah, ah, ah, (sneezing) Amanda.

FEMALE CHILD: I'm (sniffling) Kayla.

MALE CHILD: I'm (coughing) Corey. I brought you this apple. It's supposed to keep the doctor away. (Coughing).

FEMALE TEACHER: Why thank you, Corey.

VICTORIA KNIGHT-McDOWELL: The vacation from school germs is officially over. Hi, I'm Victoria Knight-McDowell, the school teacher who created Airborne, the original germ-fighting, immune-boosting tablet that can help you and your family fight those back-to-school germs.

Only Airborne has fast effervescent action with 17 natural ingredients and Airborne comes in great-tasting flavors, orange, lemon lime and grape Airborne,

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1 Jr.

2 FEMALE TEACHER: Oh, don't forget to take home
3 your germs -- I mean, homework. (Sneezing). Great, just
4 great.

5 VICTORIA KNIGHT-McDOWELL: Be sure to put
6 Airborne on your back-to-school list.

7 **(The commercial was concluded.)**

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EXHIBIT H

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C E R T I F I C A T I O N O F T Y P I S T

MATTER NUMBER: 0723183

CASE TITLE: AIRBORNE HEALTH, INC.

TAPING DATE: DATE UNKNOWN

TRANSCRIPTION DATE: AUGUST 27, 2007

I HEREBY CERTIFY that the transcript contained herein is a full and accurate transcript of the tapes transcribed by me on the above cause before the FEDERAL TRADE COMMISSION to the best of my knowledge and belief.

DATED: AUGUST 27, 2007

ELIZABETH M. FARRELL

C E R T I F I C A T I O N O F P R O O F R E A D E R

I HEREBY CERTIFY that I proofread the transcript for accuracy in spelling, hyphenation, punctuation and format.

WANDA J. RAVER

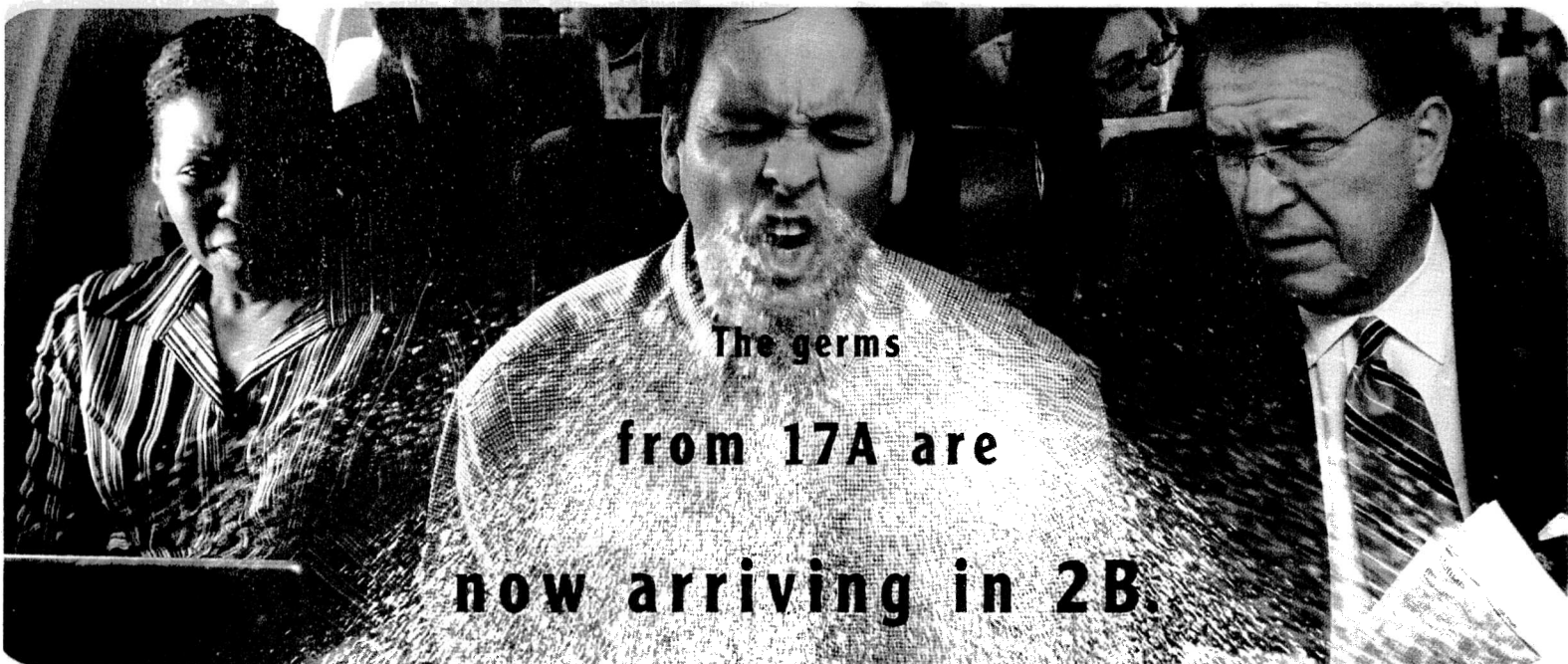
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GERMS TRAVEL OVER THE HOLIDAYS, TOO.

TAKE AIRBORNE TO BOOST YOUR IMMUNE SYSTEM AND HELP YOU STAY HEALTHY.





The germs
from 17A are
now arriving in 2B.

If you could see germs, you'd know they're a force to be reckoned with. And you'd take Airborne to defend yourself.

Airborne is the original effervescent immune-boosting tablet that helps your body fight airborne germs. It's the only one created by a schoolteacher and trusted by millions.

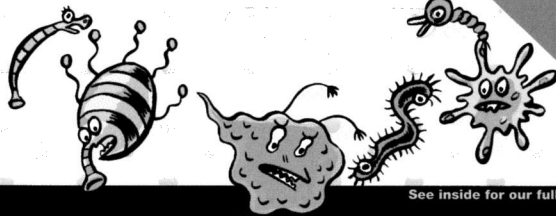


airbornehealth.com

AIRBORNE® AIRBORNE® AIRBORNE®

#1

Best Seller in the USA!



See inside for our full line of products

Airborne®

ZESTY ORANGE
DIETARY SUPPLEMENT

Airborne®

ORIGINAL ZESTY ORANGE
EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT



Send in 6 Proof of Purchase panels with store receipts get 1 FREE box** Airborne Formula.



The original immune-boosting tablet.*

Buy 6 get 1 FREE

Airborne®

ORIGINAL ZESTY ORANGE

- Seven Herbal Extracts!
- Antioxidants!
- Electrolytes!
- Amino Acids!
- 1,000mg of Vitamin C!
- Tastes Great!

EXP 01/10

10 TABLETS PER TUBE

CREATED BY A SCHOOL TEACHER!

CONTENTS: 1 TUBE

FOR USE IN:

- ▶ Airplanes
- ▶ Offices
- ▶ Schools
- ▶ Restaurants
- ▶ Health Clubs
- ▶ Theaters...



NET WT 1.7 OZ (47 G) 10 TABLETS

DIRECTIONS: SIMPLY DROP (1) AIRBORNE TABLET IN A SMALL AMOUNT OF PLAIN WATER, LET DISSOLVE (ABOUT 1 MINUTE) AND DRINK. REPEAT EVERY THREE HOURS AS NECESSARY. CHILDREN: ONE HALF TABLET. AS WITH ALL DIETARY SUPPLEMENTS, PREGNANT WOMEN OR PEOPLE ON MEDICATION SHOULD CONSULT PHYSICIAN BEFORE TAKING. SEALED WITH A TAMPER EVIDENT CAP FOR YOUR PROTECTION. MAY BE USED IN HOT OR COLD WATER.

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Made in USA for Airborne, Inc.
P.O. Box 2884 Carmel, CA 93921
Comments: (800) 590-9794
Visit us at www.AirborneHealth.com

"Thank you for using Airborne! I created Airborne because, as a teacher I needed help supporting my immune system, especially in the classroom."*

—Victoria Knight-McDowell, 2nd grade teacher & developer of Airborne Formula.



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*Clubs, groups and organizations are not eligible. Void if all requirements not fulfilled. Duplication or copy not acceptable.

Airborne is proud of the fact that we import no powdered herbs. To ensure safety, purity and potency, we do our herbal extracting in America using whole plant material.

Next time, pop the AIRBORNE!



No Artificial Colors or Preservatives. Recyclable Carton



SUPPLEMENT FACTS: Serv size 1 tablet. Servings: 10. Amount per serving:
 Calories 5, Total Fat 0g, Sodium 230mg (10% DV*), Total Carb 0g, Sugars 0g, Protein 0g, Vitamin A (100% Palmitate) 5,000 IU (100% DV*), Vitamin C (Ascorbic Acid) 1,000mg (1670% DV*), Vitamin E (Acetate) 30 IU (100% DV*), Riboflavin 2.8mg (170% DV*), Magnesium (Oxide & Sulfate) 40mg (10% DV*), Zinc (Sulfate) 8mg (53% DV*), Selenium (Amino Acid Chelate) 15mg (20% DV*), Manganese (Gluconate) 3mg (150% DV*), Potassium (Bicarbonate) 75mg (2% DV*), Herbal Extracts (Proprietary blend of Malodectrin, Lomera, Forsythia, Schizopetala, Ginger, Chinese Vitex, Isatis Root, Echinacea) 350mg (DV*), Amino Acids (Glutamine as L-Glutamine, Lysine as L-Lysine HCl) 50mg (DV*), Daily Value based on a 2000 calorie diet. *Daily Value not established.

OTHER INGREDIENTS: Citric Acid, Sodium Bicarbonate, Sorbitol, Potassium Bicarbonate, Orange Flavor, Mineral Oil, Sucrose, Ascorbic Acid, Potassium.

These statements have not been evaluated by the Food and Drug Administration. This product is not intended to diagnose, treat, cure or prevent any disease.

Take AIRBORNE to boost your immune system. A healthy immune system helps your body fight germs. Take before entering crowded environments, like airplanes, offices and schools.* AIRBORNE® was developed by a school teacher to boost her immune system, so that it could help her body fight against germs that abound in the classroom. Airborne's unique natural formula contains 17 herbs and nutrients, including ginger for nausea!*



C-10001-02

EFFERVESCENT ORIGINAL ZESTY ORANGE AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE®

EXHIBIT K

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