STATE OF WASHINGTON
KING COUNTY SUPERIOR COURT

STATE OF WASHINGTON,

Plaintiff,

v.

AIRBORNE HEALTH, INC., *doing business as* AIRBORNE and AIRBORNE, INC., *formerly doing business as* KNIGHT-MCDOWELL LABS; AIRBORNE HOLDINGS, INC., VICTORIA KNIGHT MCDOWELL, *individually*, and THOMAS JOHN MCDOWELL, *individually*,

Defendants.

NO. 08-2-42958-0SEA

CONSENT DECREE
AND JUDGMENT

[Clerk's Action Required]

I. JUDGMENT SUMMARY

Judgment Creditor:	State of Washington
Judgment Debtors:	AIRBORNE HEALTH, INC., *dba* AIRBORNE and AIRBORNE, INC., *formerly dba* KNIGHT-MCDOWELL LABS; AIRBORNE HOLDINGS, INC., VICTORIA KNIGHT MCDOWELL, and THOMAS JOHN MCDOWELL
Principal Judgment Amount:	All injunctive and compliance provisions as set forth in Paragraphs 16-19 of the Consent Decree, plus $7,000,000 for all 26 states plus the District of Columbia, of which Washington State shall receive $150,000 under the terms set forth in Paragraph 20. Washington State's share may be used for any purpose permitted under Paragraph 20, including but not limited

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	to costs and attorneys' fees related to this matter, for future consumer protection enforcement costs and fees, funding programs directed at prescription or over-the-counter drug abuse or diversion, general consumer protection education, or any other use allowed by law all at the choice and discretion of the Attorney General of Washington.
Costs & Attorneys Fees:	See above
Total Judgment:	$150,000 for the State of Washington
Post Judgment Interest Rate:	None if paid in accordance with the provisions in Paragraph 20, otherwise the maximum rate allowed by law, which currently is 12%.
Attorney for Judgment Creditor	Robert M. McKenna, Attorney General of Washington and Robert Lipson, Senior Counsel
Attorney for Judgment Debtor:	Peter J. Mintzer Cozen & O'Connor 1201 Third Avenue, Suite 5200 Seattle, WA 98101

II. GENERAL TERMS

1. Plaintiff, the Attorney General of the State of Washington ("the Attorney General," or "Plaintiff"), having filed its Complaint and Defendants Airborne Health, Inc., a Delaware corporation, currently doing business as Airborne, Inc. and "Airborne," and formerly doing business as Knight-McDowell Labs, Airborne Holdings, Inc. (collectively "Airborne" or "Corporate Defendants"), and Victoria Knight-McDowell, individually, and Thomas John McDowell, individually (all collectively "Defendants"), stipulate that this Consent Decree (hereafter "Judgment") may be signed and entered by a judge.

2. The parties have consented to the entry of this Judgment for the purposes of settlement only without this Judgment constituting evidence against or any admission by any party and without trial of any issue of fact or law. This Judgment does not constitute any admission of liability or wrongdoing, either express or implied, by Defendants or any other

party. Further, this Judgment shall not be competent evidence in any judicial or other proceeding of any liability or wrongdoing by Defendants.

3. The parties acknowledge that, in addition to this Judgment, Airborne has simultaneously consented to the entry of Judgments with the Attorneys General of Alaska, Arkansas, California, Connecticut, Delaware, Florida, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maine, Maryland, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Vermont, Washington, Wisconsin, and the District of Columbia. The Attorney General of Washington and the other states attorneys general are referred to collectively, hereafter, as the "Settling Attorneys General."

4. The entry of this Judgment has been consented to by Defendants as their own free and voluntary act and with full knowledge and understanding of the nature of the proceedings and the obligations and duties imposed upon them by this Judgment, and they consent to its entry without further notice, and aver that no offer, agreement, or inducements of any nature whatsoever have been made to them by the Plaintiff or their attorneys or any employee of the Attorney General's Office to procure this Judgment.

5. In the event the Court shall not enter this Judgment, this proposed Judgment shall be of no force and effect against the Attorney General of Washington or any of the Defendants.

6. This Judgment shall bind Defendants, their officers, directors, agents, representatives, parents, affiliates, subsidiaries, and employees, and shall be binding on any and all successors and assigns, future purchasers, acquired parties, acquiring parties, successors-in-interest, shareholders, and their officers, agents, representatives, and employees, directly or indirectly or through any corporation or anyone acting directly or indirectly on their behalf.

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7. Defendants have, by their signatures and the signatures of their respective counsels hereto, waived any right to appeal, petition for certiorari, move to reargue or rehear or be heard in connection with entry of this Judgment concerning past conduct addressed in this Judgment.

8. In exchange for the consideration set forth herein, upon execution of this Agreement, the Attorney General agrees to release Defendants, all of their parent entities, subsidiaries and affiliated entities, and the officers, directors, members, agents, servants, employees of each of them, and shareholders (collectively, "Defendant Parties") from all civil claims, causes of action, suits and demands, of any kind or character for violations of the R.C.W. 19.86.020 (The Consumer Protection Act) arising out or based upon the matters addressed in this Judgment and the State's Complaint.

9. The Court having considered the pleadings and the proposed Judgment executed by the parties and their attorneys and filed herewith, and good cause appearing,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Judgment may be entered in this matter as follows:

III. JURISDICTION AND VENUE

10. Pursuant to R.C.W. 19.86.020, .080, and .160, and 4.28.185, jurisdiction of this Court over the subject matter and over the Defendants for the purpose of entering into and enforcing this Judgment is admitted. Jurisdiction is retained by this Court for the purpose of enabling the Attorney General or the Defendants to apply to this Court for such further orders and directions as may be necessary or appropriate for the construction and modification of the injunctive provisions herein, or execution of this Judgment, including punishment for any violation of this Judgment. If the Attorney General is required to file a petition to enforce any provision of this Judgment against any (or all) Defendants, the particular Defendant(s) involved in such petition agree to pay all court costs and reasonable attorneys' fees associated

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with any successful petition to enforce any provision of this Judgment against such Defendant(s). Pursuant to R.C.W. 4.12.025, venue as to all matters between the parties relating hereto or arising out of this Judgment is in the King County Superior Court.

11. The Defendants waive any defect associated with service of the Attorney General's Complaint and this Judgment and do not require issuance or service of a Summons.

12. The Corporate Defendants sold and continue to sell some or all of the following products: Airborne – Original, Airborne – Pink Grapefruit, Airborne-Lemon-Lime, Airborne-Nighttime, Airborne, Jr., Airborne On-The-Go, Airborne Seasonal (formerly known as Airborne Seasonal Relief), Airborne Soothing Throat Gummi Lozenges (formerly known as Airborne Sore Throat Gummi Lozenges), and Airborne Power Pixies in King County. The Individual Defendants previously sold Airborne – Original.

IV. PARTIES

13. Defendants represent that they are the proper defendants to this Judgment. Defendant Airborne Health, Inc. and Defendant Airborne Holdings, Inc. represent that they are the true legal names of the corporate entities entering into this Judgment. Defendant Airborne, Inc. was incorporated in California on April 22, 1999 and had a principal place of business in Carmel, California until May 2005. Airborne, Inc. ceased to exist in December 2005 when it merged with and into Airborne Health, Inc., which continued to do business under the original name "Airborne, Inc." Defendant Airborne Health, Inc. was incorporated as a Delaware corporation on December 22, 2005, and has a principal place of business in Bonita Springs, Florida and offices in Carmel, California and New Jersey. Defendant Airborne Holdings, Inc. wholly owns Airborne Health, Inc. and is also incorporated in Delaware. Defendant Victoria Knight-McDowell represents that this is her true legal name. Defendant Thomas John McDowell represents that this is his true legal name.

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14. Defendants further acknowledge that they understand that the Attorney General expressly relies upon these representations, and that if any of them are false, deceptive, misleading or inaccurate, the Attorney General has the right to move to vacate or set aside in whole or in part this Judgment with respect to the pertinent Defendant(s), or request that such Defendant(s) be held in contempt, if the Attorney General so elects.

V. DEFINITIONS

15. Unless otherwise specified, the following definitions shall apply:

A. **"Advertise," "Advertisement,"** or **"Advertising,"** shall mean any oral, written, graphic or pictorial statement or representation, including but not limited to testimonials, endorsements, or other Third Party representations, regardless of the Medium of communication employed, disseminated in or from Washington by Defendants or by any third party on behalf of Defendants for the purpose of inducing, or that are likely to induce, directly or indirectly, the purchase of a Product; and includes but is not limited to Product Labels, Labeling, Product literature, television commercials, radio sponsorship or commercials, magazine advertisements, and Internet sites.

B. **"Attorney General"** means the Attorney General of Washington and the Office of the Attorney General of Washington.

C. **"Competent and Reliable Scientific Evidence"** shall mean tests, analyses, research, studies, or other evidence based on the expertise of professionals in the relevant area, that has been conducted and evaluated in an objective manner by persons qualified to do so, using procedures generally accepted in the profession to yield accurate and reliable results.

D. **"Corporate Defendants"** shall mean Airborne Health, Inc. (d/b/a Airborne, Inc. and Knight-McDowell Labs) and Airborne Holdings, Inc., their officers, directors, agents, representatives, parents, subsidiaries, affiliates, and employees, and includes any and all successors and assigns, future purchasers, acquired parties, acquiring parties,

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successors in interest, and their officers, agents, representatives, and employees, and anyone acting directly or indirectly on their behalf. This definition shall not include independent retailers or independent distributors of any Product.

E. **"Dietary Supplement"** means a food intended to supplement the diet that bears or contains one or more of the following dietary ingredients:

1. a vitamin;
2. a mineral;
3. an herb or other botanical;
4. an amino acid;
5. a dietary substance for use by man to supplement the diet by increasing the total dietary intake; or
6. a concentrate, metabolite, constituent, extract, or combination of any ingredient described in 1-5 above.

F. **"FDA" or "Food and Drug Administration"** means the Food and Drug Administration of the United States Department of Health and Human Services.

G. **"Individual Defendants"** means Victoria Knight-McDowell and Thomas John McDowell.

H. **"Judgment"** shall mean this document entitled *State of Washington v. Airborne Health, Inc., doing business as Airborne and Airborne, Inc., formerly doing business as Knight-McDowell Labs; Airborne Holdings, Inc.; Victoria Knight-McDowell, individually, and Thomas John McDowell, individually.*

I. **" Label"** means a display of written, printed, or graphic matter upon the immediate container of any article.

J. **"Labeling"** means all labels and other written, printed, or graphic matters (1) upon any article or any of its containers or wrappers, or (2) accompanying such article.

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K. **"Market"** or **"Marketing"** means any act or process or technique of promoting, offering, selling or distributing a product or service.

L. **"Medical Food"** means:

1. a specially formulated and processed product (as opposed to a naturally occurring foodstuff used in its natural state) for the partial or exclusive feeding of a patient by means of oral intake or enteral feeding by tube;

2. that is intended for the dietary management of a patient who, because of therapeutic or chronic medical needs, has limited or impaired capacity to ingest, digest, absorb, or metabolize ordinary foodstuffs or certain nutrients, or who has other special medically determined nutrient requirements, the dietary management of which cannot be achieved by the modification of the normal diet alone;

3. that provides nutritional support specifically modified for the management of the unique nutrient needs that result from the specific disease or condition, as determined by medical evaluation;

4. that is intended to be used under medical supervision; and

5. that is intended only for a patient receiving active and ongoing medical supervision wherein the patient requires medical care on a recurring basis for, among other things, instructions on the use of the medical food.

M. **"Medium"** means any method of communicating or Advertising to the public in or from Washington whether the message is contained in the written or spoken word, audio, video, recorded or presented live and includes but is not limited to television and closed circuit television such as those found on airplanes, radio, the Internet, short films, movies, newspaper advertisements, magazine advertisements, brochures, web sites, electronic mail, coupons, flyers, or electronic mail.

N. **"Product"** means Airborne – Original, Airborne – Pink Grapefruit, Airborne-Lemon-Lime, Airborne - Nighttime, Airborne, Jr., Airborne On-The-Go, Airborne Seasonal Relief, Airborne Sore Throat Gummi Lozenges, Airborne Soothing Throat Gummi Lozenges, Airborne Power Pixies, any products derived from the ingredients and formulation

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of Airborne Original, or any substantially similar products that are produced, owned, distributed, or manufactured by any of the Defendants intended for human use.

O. "Settling Attorneys General" shall mean the Attorneys General Offices of the States of Alaska, Arkansas, California, Connecticut, Delaware, Florida, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maine, Maryland, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Vermont, Washington, Wisconsin, and the District of Columbia.

P. "Structure/Function Claim" means statements that describe the role of a nutrient or dietary ingredient intended to affect the structure or function in humans or that characterize the documented mechanism by which a nutrient or dietary ingredient acts to maintain such structure or function, provided that such statements do not purport to diagnose, treat, cure, or prevent any disease.

VI. PERMANENT INJUNCTION

16. Pursuant to R.C.W. 19.86.080, and subject to any jurisdictional limitations of such statute, Corporate Defendants (as defined above), Individual Defendants (as defined above), and anyone acting indirectly or directly on behalf of the Individual Defendants are hereby permanently enjoined and restrained from:

A. Making any express or implied statement in connection with the Marketing or Advertisement of any Product that is false, or has the capacity, tendency or effect of deceiving or misleading consumers; or omitting any material information such that the express or implied statement deceives or tends to deceive consumers.

B. Making any express or implied claim, in connection with the Marketing or Advertising of its Products, that a Product may be used in the diagnosis, cure, mitigation, treatment or prevention of a disease in humans except as provided in paragraph 17.

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C. Making any express or implied Structure/Function Claim in connection with the Marketing or Advertising of its Products unless at the time the claim is made, Competent and Reliable Scientific Evidence exists substantiating such claim, and except as provided in paragraph 17.

D. Making any express or implied claim in connection with the Marketing or Advertising of its Products, concerning the health benefit, performance, efficacy or safety of a Product marketed as a Dietary Supplement unless at the time the claim is made, Competent and Reliable Scientific Evidence exists substantiating such claim, and except as provided in paragraph 17.

E. Making any representation, in connection with the Marketing or Advertising of a Product, about research that has been performed, including but not limited to any representation that a Product has been clinically tested unless at the time the claim is made, Competent and Reliable Scientific Evidence exists substantiating such claim, and except as provided in paragraph 17.

F. Making, in connection with the Marketing or Advertising of a Product, in addition to any and all requirements set forth in this Judgment, any statements or representations concerning a Product that materially contradict or conflict with any other statements or representations the Defendants make about such Product and render such statements or representations misleading and/or deceptive.

G. For any Product Labeled as a Dietary Supplement requiring or demanding, that a Product be placed in the "cough/cold" aisle or department of any retail facility or otherwise influencing a Product's placement in the "cough/cold" aisle or department of any retail facility through direct affirmative action taken by the Individual or Corporate Defendants.

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H. Making any of the following, or substantially similar, statements, or using any of the following Product names, that imply that Airborne can diagnose, mitigate, prevent, treat, or cure colds, coughs, the flu, an upper respiratory infection, or allergies:

1. Airborne Effervescent Cold Formula;
2. Airborne Cold Remedy;
3. A Miracle Cold Buster;
4. Sick of Catching Colds;
5. Airborne Natural Cold Remedy;
6. Developed by a teacher who was sick of catching colds in class and on airplanes!;
7. Developed by a school teacher who was sick of catching colds in class!;
8. I created Airborne because, as a teacher dealing with young children, I was sick of catching colds in the classroom;
9. Take at the first sign of a cold symptom;
10. Airborne, the #1 selling natural product in the busy cough/cold aisle of all major drug stores;
11. Look in the Cough-Cold aisle of your favorite drug store;
12. Achoo! Take Airborne;
13. "Sore Throat" Lozenge;
14. Provides relief for sore throats; or
15. Airborne Seasonal Relief,

except as provided in paragraph 17 of this Judgment.

I. Making any express or implied claims in connection with the Advertising or Marketing of any Product Labeled as a Dietary Supplement, including using or showing actors, other persons, or cartoon depictions of germs, which directly or indirectly represent or otherwise state that a Product fights germs except as provided in paragraph 17 of this Judgment.

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J. Using or showing actors, other persons, or cartoon depictions of individuals, characters, or other figures in any Advertising Medium with a cold, the flu, a cough, other upper respiratory infection, or allergy indicators such as sneezes, coughs, running noses, sniffles, germs or other related indicators including but not limited to grasping at one's throat, blowing one's nose or actions associated with coughing for any Product Labeled as a Dietary Supplement, except as provided in paragraph 17 of this Judgment.

K. Directly suggesting, directing or otherwise calling for an Advertisement or sponsorship of any kind for any Product to be placed in close temporal or physical proximity to a television news story, web page, magazine article, newspaper article, or any other story or article contained in any other Medium about colds, coughs, the flu or upper respiratory infections except as provided in paragraph 17.

L. Having directions for use for any Product that, if followed, would result in an individual ingesting 15,000 International Units of Vitamin A or more per day.

M. Soliciting, using or employing in any Advertising of any Product Labeled as a Dietary Supplement any testimonials by consumers, celebrities, radio talk show hosts, television talk show hosts or any other person that directly or indirectly imply that Airborne's Products can be used to diagnose, mitigate, prevent, treat, or cure a cold, cough, flu, upper respiratory infection, seasonal allergies, or any other disease except as provided in paragraph 17.

17. **A.** Nothing in this Judgment shall prohibit any person or entity from making any representation, statement, or claim (in Labeling or otherwise), directly or indirectly, for any Product: if the representation, statement or claim is (1) lawful under the Federal Food, Drug, and Cosmetic Act or the Dietary Supplement Health Education Act, (2) lawful under any final regulation promulgated by the Food and Drug Administration, (3) lawful under any new drug application applicable to such Product approved by the Food and Drug Administration, (4) part of the lawful marketing of a homeopathic drug, (5) part of

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the lawful marketing of a Medical Food under the Orphan Drug Amendments of 1988, or (6) lawful under a FDA monograph for an over-the-counter drug. The failure of the FDA, FTC, or other law enforcement agency to take an enforcement action, or the mere presence of a representation, statement, or claim in the marketplace does not mean a representation, statement, or claim is lawful.

B. Nothing in this Judgment shall prohibit any person or entity from making any lawful representation for any Product that is specifically permitted in Labeling for such Product by regulations promulgated by the Food and Drug Administration pursuant to the Nutrition Labeling and Education Act of 1990.

VII. EXISTING INVENTORY

18. **A.** The Defendants represent that they ceased selling and/or distributing Product in packaging identified in **Collective Exhibit A**, which contained statements with explicit references to colds, such as "Take at the first sign of a cold symptom" and/or Product packaging containing cartoon vignettes of individuals sneezing, coughing, or blowing their noses by approximately June 9, 2008. The Defendants understand that the Attorney General expressly relies on this representation and reserves the right to initiate enforcement proceedings and/or move to set aside the Judgment if the representation is false, misleading or deceptive.

B. As of October 31, 2008, Corporate Defendants represent that they ceased selling and/or distributing Product in packaging identified in **Collective Exhibit B** and associated paper cartons and display trays, and have placed stickers over the white object displayed in the cartoon vignette on the Product packaging to **Exhibit C**, which is one of the packages that appears in Collective Exhibit B. The Corporate Defendants may not ship or otherwise deliver any inventory of Airborne Products' packaging identified in Collective Exhibits A or B after October 31, 2008.

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VIII. COMPLIANCE

19. For a period of five (5) years from the date of entry of this Judgment, pursuant to R.C.W. 19.86.080, Corporate Defendants shall, in connection with the Advertising, promotion, offering for sale, or distribution in or from Washington of any covered Product:

A. Take reasonable steps sufficient to monitor and ensure that Corporate Defendants comply with this Judgment. In conducting periodic monitoring of compliance, Corporate Defendants shall document and retain sufficient evidence to detail and substantiate their monitoring efforts and produce such documentation s as may be requested by the Attorney General within thirty (30) business days of such a request;

B. Conduct periodic reasonable monitoring of representations made by Corporate Defendants concerning any covered Product when the relevant actors are engaged in sales or other customer service functions, including representations made orally or through electronic communications. In conducting periodic monitoring of the representations made by Corporate Defendants concerning any covered Product, Corporate Defendants shall document and retain sufficient evidence to detail and substantiate their monitoring efforts and produce such documentation to the Attorney General within thirty (30) business days of such a request;

C. Conduct periodic reasonable monitoring of representations made about any covered Product on all Internet websites operated or maintained by the Corporate Defendants or anyone doing so on their behalf. In conducting periodic monitoring of representations made about any covered Product on Internet websites operated or maintained by Corporate Defendants or anyone doing so on their behalf, Corporate Defendants shall document and retain sufficient evidence to detail and substantiate their monitoring efforts and produce such documentation and records as may be requested by the Attorney General within thirty (30) business days of such a request;

D. Take appropriate disciplinary action against any employee or agent who knowingly engages in any conduct prohibited by this Judgment, up to and including

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termination of any such employment or agency relationship, within a reasonable period of time not to exceed thirty (30) business days after the Corporate Defendants know or should know that such person is or has been engaging in such conduct;

E. Within sixty (60) days after entry of this Order, send an exact copy of the notice attached hereto as Exhibit D to each jobber, distributor or retailer to whom Airborne has sold any Airborne Product since June 1, 2005. The notice shall be sent by first class mail, postage prepaid and return receipt requested. It shall be sufficient for compliance with this paragraph for such notice to be sent to the principal place of business of each such entity;

F. Institute a reasonable program of surveillance which is adequate to reveal whether Corporate Defendants or any of their officers, directors, or employees are disseminating in or from Washington any Advertising or Marketing material that contain any representation that violates the provisions of this Judgment;

As part of their reasonable program of surveillance, Corporate Defendants shall be required to receive, collect, and produce to the Attorney General within thirty (30) days after a request by the Attorney General the following:

1. All Airborne Advertisements and Marketing materials concerning an Airborne Product disseminated in or from Washington;

2. Airborne sales presentations made in or from Washington;

3. Other written communications with consumers in or from Washington concerning an Airborne Product; and

4. All communication referenced in 19.G.

G. Promptly and in a reasonable manner investigate any information the Corporate Defendants receive that any retailer or other third party in Washington is using or disseminating any Advertisements or Marketing material, or making any oral statement, that violates the provisions of this Judgment; and send Exhibit E to any retailer or other third party

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whose Advertisements or Marketing materials of an Airborne Product may violate the terms of this Judgment if made by the Defendants. Attached is a copy of Exhibit E.

IX. CIVIL PENALTIES / PAYMENT TO THE ATTORNEYS GENERAL

20. As part of their settlement with the Settling Attorneys General, the Defendants are ordered to pay to the Settling Attorneys General a total of $7,000,000.00 dollars (Seven Million Dollars) for attorneys' fees and investigative costs, for consumer education, litigation or local consumer aid funds, or for public protection or consumer protection purposes, or any other purpose allowed by each State's law at the discretion of each State's Attorney General. Of that $7,000,000.00, Defendants shall pay $6,000,000 to the Attorneys General by electronic fund transfer made payable to the Office of the Attorney General of Tennessee on or before execution of this Judgment; Defendants shall pay $500,000 by electronic fund transfer made payable to the Office of the Attorney General of Tennessee by the close of business on February 1, 2009; and, Defendants shall pay the remaining $500,000 by electronic fund transfer made payable to the Office of the Attorney General of Tennessee by the close of business on May 1, 2009. The Tennessee Attorney General shall divide and distribute these funds as designated by and in the sole discretion of the Settling Attorneys General. Said payment shall be used by the Settling Attorneys General as and for attorneys' fees and other costs of investigation and litigation, or to be placed in, or applied to, the consumer protection enforcement fund, including future consumer protection enforcement, consumer education, litigation or local consumer aid fund or revolving fund, used to defray the costs of the inquiry leading hereto, and may be used to fund or assist in funding programs directed at combating over-the-counter or prescription drug abuse, addiction and/or diversion, including, but not limited to, education, outreach, prevention or monitoring programs, or for other uses permitted by state law, at the sole discretion of each Attorney General. Defendants shall be jointly and severally liable for all amounts that are due and owed under this paragraph.

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X. OTHER SETTLEMENT TERMS AND OBLIGATIONS

21. The acceptance of this Judgment by the Attorney General or the non-insistence by the Attorney General on an enforcement action, shall not be deemed approval by the Attorney General of any of the Defendants' Advertising or business practices. Further, neither Defendants nor anyone acting on the Defendants' behalf shall represent, state, or imply or cause to be represented, stated, or implied that the State of Washington, the Attorney General, or any other government unit of the State of Washington has approved, sanctioned, or authorized any practice, act, advertisement or conduct of Defendants, including prospective Advertising.

22. This Judgment may only be enforced by the parties hereto.

23. The titles and headers to each section of this Judgment are for convenience purposes only and are not intended by the parties to lend meaning to any actual provision of this Judgment.

24. Nothing in this Judgment constitutes an agreement by the Attorney General of Washington concerning the characterization of the amounts paid hereunder for purposes of any proceeding under the Internal Revenue Code or any state tax laws.

25. Defendants waive and will not assert any defenses based in whole or in part on the Double Jeopardy or Excessive Fines Clauses of the Constitution or principles set forth in *Hudson v. United States*, 118 S. Ct. 488 (1997) and *Austin v. United States*, 509 U.S. 602 (1993).

26. No waiver, modification, or amendment of the terms of this Judgment shall be valid or binding unless made in writing, signed by the party to be charged, approved by this Honorable Court and then only to the extent set forth in such written waiver, modification or amendment.

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27. Any failure by any party to this Judgment to insist upon the strict performance by any other party of any of the provisions of this Judgment shall not be deemed a waiver of any of the provisions of this Judgment, and such party, notwithstanding such failure, shall have the right thereafter to insist upon the specific performance of any and all of the provisions of this Judgment and the imposition of any applicable penalties, including but not limited to contempt, civil penalties and/or payment of the attorneys fees of the Attorney General.

28. If any clause, provision or section of this Judgment shall, for any reason, be held illegal, invalid, or unenforceable, such illegality, invalidity or unenforceability shall not affect any other unrelated clause, provision, or section of this Judgment, and this Judgment shall be construed and enforced as if such illegal, invalid, or unenforceable clause, section or other provision had not been contained herein.

29. Nothing in this Judgment shall be construed as relieving Defendants of the obligation to comply with all state and federal laws, regulations or rules, nor shall any of the provisions of this Judgment be deemed to be permission to engage in any acts or practices prohibited by such law, regulation, or rule.

30. Time shall be of the essence with respect to each provision of this Judgment that requires action to be taken by the Defendants within a stated time period or upon a specified date.

31. This Judgment sets forth the entire agreement of the parties, and there are no representations, agreements, or understandings, oral or written, between the parties relating to the subject matter of this Judgment which are not fully expressed herein or attached hereto or set forth in any stipulation filed currently herewith. In any action undertaken by the Parties, no prior versions of this Judgment, no prior versions of any of its terms, that were not entered by the Court in this Judgment, may be introduced for any purpose whatsoever.

32. Nothing in this Judgment shall be construed to waive any claims of Sovereign Immunity the Attorney General may have in an action or proceedings.

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33. Upon reasonable written request, Defendants shall provide books, records, or documents (physical or electronic in native format) or formally under oath provide testimony or other information to the Attorney General relating to compliance with this Judgment. Defendants shall make any requested information available within thirty (30) days of the request at the Office of the Attorney General or at such other location as is mutually agreeable in writing to Defendants and the Attorney General. This Judgment shall in no way limit the Attorney General's right to obtain documents, records, testimony, or other information pursuant to any law, regulation, or rule.

34. Within thirty (30) days of entry of this Judgment, Corporate Defendants shall submit a copy of this Judgment to each of their officers, directors, and sales and marketing employees. Further, for a period of ten (10) years, Airborne shall supply a copy of this Judgment to any Advertising or marketing consulting agency that it employs.

35. Without violating ethical rules governing contacting a represented party, the Attorney General has the right to test shop the Corporate Defendants for the purpose of confirming compliance with this Judgment and state law. The test shoppers are not required to disclose that they are representatives of the Attorney General when making contact with the Corporate Defendants. Further, the Attorney General may record any or all aspects of their solicitations or visit(s) with the Corporate Defendant(s) in audio and/or video form without notice to the Corporate Defendant(s). The Corporate Defendants agree to void any sale and return any monies paid by a test shopper upon notification that such purchase was the result of a test shop conducted by the Attorney General.

36. Except as may be provided under applicable law, nothing in this Judgment shall be construed to grant, affect, restrict, limit or alter any private right of action that a consumer may have against Defendants.

37. This Judgment shall not be construed or used as a waiver or any limitation of any defense otherwise available to the Defendants.

ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

38. Notices to be given under this Judgment and Injunction are sufficient if given by nationally recognized overnight courier service or certified Mail (return receipt requested), or personal delivery to the named party at the address below:

i. If to Airborne Health or Airborne Holdings:

26811 South Bay Drive, Suite 300
Bonita Springs, FL 34134

and

100 Clock Tower, Suite 120
Carmel, CA 93923

ii. If to the Attorney General:

Consumer Protection Division
Washington State Attorney General's Office
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188

iii. If to Victoria Knight- McDowell:

26811 South Bay Drive, Suite 300
Bonita Springs, FL 34134

and

100 Clock Tower, Suite 120
Carmel, CA 93923

iv. If to Thomas John McDowell:

26811 South Bay Drive, Suite 300
Bonita Springs, FL 34134

and

100 Clock Tower, Suite 120
Carmel, CA 93923

39. Notice is effective when delivered personally; or three (3) business days after it is sent by certified Mail; or on the business day after it is sent by nationally recognized courier service for next day delivery. Any party may change its notice address by giving notice in accordance with this paragraph.

XI. COURT COSTS AND FEES

40. Courts costs associated with the filing of this Judgment shall be paid by the Defendant Airborne, Inc. No discretionary costs shall be taxed against the Attorney General.

HEREBY ORDERED, ADJUDGED AND DECREED.

DEC 16 2008

DONE IN OPEN COURT this _____ day of _____, 2008.

Michael J. Fox

COMMISSIONER/JUDGE
KING COUNTY SUPERIOR COURT

Approved for entry and presented by:

ROBERT M. MCKENNA
Attorney General

ROBERT A. LIPSON, WSBA #11889
Senior Counsel
Attorneys for Plaintiff
State of Washington

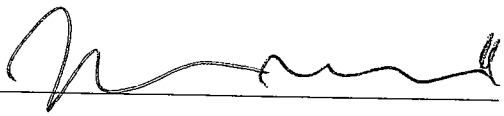
ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

Notice of Presentation Waived;
Approved as to form:
COZEN O'CONNOR

Dana Tuffley WSBA 6912 w/authorization
w/authorization
PETER J. MINTZER, WSBA #19995
Attorneys for Defendants

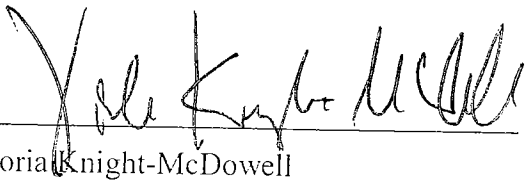
ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

FOR DEFENDANTS:



Thomas John McDowell, Chairman
Individually and on behalf of Airborne Health, Inc., and Airborne Holdings, Inc.

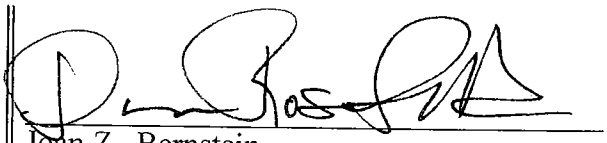
Date: 12-10-08



Victoria Knight-McDowell
Individually and as Acting Chief Executive Officer of Airborne Health, Inc.

Date: 12-10-08

ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745



Joan Z. Bernstein
Dana B. Rosenfeld
Bryan Cave LLP
700 13th Street, NW
Washington, DC 20005
(202) 508-6000
(202) -6200 (fax)

Attorneys for Defendants

COLLECTIVE EXHIBIT A

ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE®

Supplement Facts

Serving Size 1 Tablet

Each Tablet Contains		% Daily Value
Calories	5	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	500 IU	10%
Vitamin C (Ascorbic Acid)	500 mg	835%
Vitamin E (as dl-Tocopheryl Acetate)	15 IU	50%
Magnesium (as Sulfate)	20 mg	5%
Zinc (as Sulfate)	4 mg	27%
Selenium (as Amino Acid Chelate)	8 mcg	11%
Manganese (as Gluconate)	1.5 mg	75%
Sodium	230 mg	10%
Potassium (Bicarbonate)	38 mg	1%
Herbal Extract Proprietary Blend	200 mg	**
Beet Root	30 mg	**
Amino Acids	25 mg	**

* Percent Daily Values are based on a 2,000 calorie diet. ** Daily Value not established.

OTHER INGREDIENTS

† 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.

No Artificial Flavors or Preservatives. For ages 4–12.

Recyclable Carton

Take AIRBORNE® For Kids!

Take AIRBORNE to boost your immune system. A healthy immune system helps your body fight germs. Take before entering crowded places like schools and airplanes.†

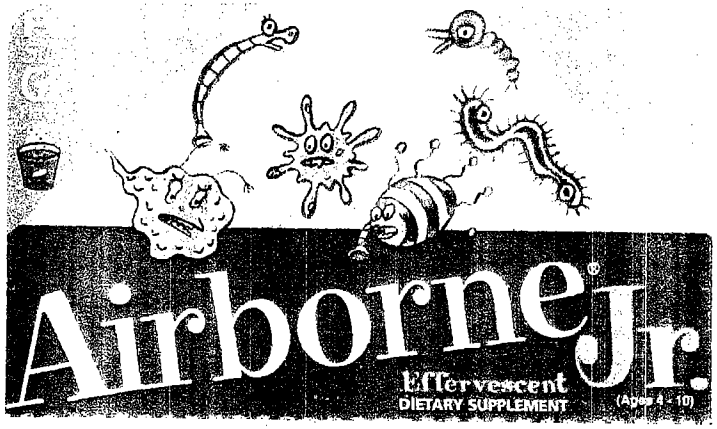
AIRBORNE® was developed by a school teacher to boost her immune system, so that it could help her body fight against germs that abound in the classroom. Airborne's unique natural formula contains 17 herbs and nutrients, including ginger for nausea!†

Next time, 'plop' the AIRBORNE!

Proof of Purchase

AI-AG-0000007

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



Children's Strength Airborne Formula!

Airborne Jr.
EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT

Airborne Jr.

The original immune-boosting tablet that helps your body fight germs...

Airborne Jr.

- **Seven Herbal Extracts!**
- **Antioxidants!**
- **Electrolytes!**
- **Amino Acids!**
- **Vitamin C!**
- **Tastes Great!**

EXP 10/08

CREATED BY A SCHOOL TEACHER!

FOR USE IN:

- School
- Playgrounds
- Airplanes
- Home
- Sleep-overs
- Vacations...

CONTENTS: 1 TUBE

DIRECTIONS

Airborne

Makers of the famous *Airborne* Formula

Airborne

Soothing Throat Formula

Airborne®
GUMMI LOZENGES

LOT# 459034
EXP 08/2008

They're really GOOD!!!

GUMMI LOZENGES

DIRECTIONS

WARNING

GUMMI LOZENGES

Airborne® GUMMI LOZENGES

Delicious Airborne® Gummi Lozenges are made exclusively for Airborne® in Switzerland and come in 6 natural flavors that help soothe your throat.

GRAPE ORANGE LICORICE CHERRY LIME HONEY

AIRBORNE Formula was created by a second grade school teacher. Our trademarked Hard Gummi Lozenges offer 100% Guaranteed Satisfaction.

*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.

SUPPLEMENT FACTS: Serving Size: 4 Lozenges, Servings: 18, Amount per serving: Calories: 70, Total Fat: 0g, Sodium: 0mg, Total Carbohydrate: 16g, Sugars: 11g, Protein: 0g

Vitamin C (as Ascorbic Acid) 1000mg (1667%), **Vitamin E** (as dl-Alpha Tocopheryl Acetate) 125 IU (417%), **Thiamin** (as Thiamin Hydrochloride) 1.5mg (100%), **Riboflavin** (as Riboflavin 5'-Phosphate Sodium) 1.7mg (100%), **Niacin** (as Niacinamide) 20mg (100%), **Vitamin B6** (as Pyridoxine Hydrochloride) 2mg (100%), **Folic Acid** 200mcg (50%), **Vitamin B12** (as Cyanocobalamin) 25mcg (417%), **Biotin** 300mcg (100%), **Pantothenic Acid** (as d-Calcium Pantothenate) 10mg (100%), **Magnesium** (as Magnesium Lactate Trihydrate) 25mg (6%), **Zinc** (as Zinc Citrate) 3mg (20%), **Herbal Extracts** (Echinacea Purpurea Root, Andrographis Paniculata Herb, Eleuthero Root, Ginger, Cinnamon, Peppermint, Lemon Peel, Schisandra Berry, Lonicera Japonica Flower, Forsythia Fruit, Isatis Root, Honeysuckle Flower, Rhubarb Root, Rhodiola Rosea Root, Bupleurum Root, Astragalus Root, Ligusticum Root, Asiasarum Root, Saposhnikovia Root, Platycodon Root, Glycyrrhiza Root, Grape, Orange, Licorice, Cherry, Lime, Honey Flavors) 1.5g (*)

(*) Daily Value not established.

OTHER INGREDIENTS: Sugar, Corn Syrup, Citric Acid, Natural Flavors, Carnauba Wax, Beeswax, Palm Oil.

DO NOT USE IF INNER POUCH IS OPENED.

♲ Recyclable Carton

No Artificial Colors, Flavors or Preservatives

Proof of Purchase

AI-AG-000012

Visit us at www.Airborne-health.com

Thank You for using Airborne Gummi Lozenges! I created the original Airborne formula because as a teacher I needed help supporting my immune system daily in the classroom.

EG-5089-001 02


NEW!
ON-THE-GO
PACKETS
Airborne®
ON-THE-GO
DIETARY SUPPLEMENT
CREATED BY A SCHOOL TEACHER!
CONTENTS: 8 PACKETS
4-6 oz. of Bottled Water
Airborne ON-THE-GO
On-the-Go Convenience
Convenient single-serve packets
Take anywhere
DIRECTIONS:
8 PACKETS

EFFERVESCENT

AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE®

Supplement Facts

Serving Size 1 Packet

Each Packet Contains		% Daily Value
Calories	0	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	5000 IU	100%
Vitamin C (Ascorbic Acid)	1000 mg	1667%
Vitamin E (as dl-Tocopheryl Acetate)	30 IU	100%
Magnesium (as Oxide & Sulfate)	40 mg	10%
Zinc (as Sulfate)	8 mg	53%
Selenium (as Amino Acid Chelate)	15 mcg	21%
Manganese (as Gluconate)	3 mg	150%
Sodium	230 mg	10%
Potassium	75 mg	2%
Herbal Extract Proprietary Blend	350 mg	**
Maltodextrin, Lonicera (flower), Forsythia (fruit), Schizonepeta (aboveground parts), Isatis (plant), Chinese Vitex (fruit), Mint (plant), Echinacea (aboveground parts)		
Amino Acids	50 mg	**
Glutamine (as L-Glutamine), Lysine (as L-Lysine)		

* Percent Daily Values are based on a 2,000 calorie diet. ** Daily Value not established.

Other Ingredients: Citric Acid, Sodium Bicarbonate, Natural Lemon-Lime Flavors, Potassium Bicarbonate, Aspartame, Silicon Dioxide, Sucralose.

†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.

No Artificial Colors. Recyclable Carton

Airborne

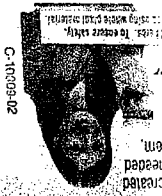
AIRBORNE was developed by a school teacher to boost her immune system, so that it could help her body fight against germs that abound in the classroom.†

Airborne On-the-Go gives you this same immune-boosting formula in convenient, single-serve packets. It's perfect for people on the go. Just add to bottled water and take it anywhere you go!†

Airborne's unique natural formula contains 17 herbs and nutrients!

Made in USA

P.O. Box 2037



"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, Second grade teacher & developer of Airborne Formula

C-10099-02

AI-AC-0000004

COLLECTIVE EXHIBIT B

ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

Supplement Facts

Serving Size 1 Tablet

Amount Per Tablet		% Daily Value
Calories	5	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	2000 IU	40%
Vitamin C (Ascorbic Acid)	1000 mg	1667%
Vitamin E (as dl-Tocopheryl Acetate)	30 IU	100%
Magnesium (as Oxide & Sulfate)	40 mg	10%
Zinc (as Sulfate)	8 mg	53%
Selenium (as Chelate)	15 mcg	21%
Manganese (as Gluconate)	3 mg	150%
Sodium	230 mg	10%
Potassium	75 mg	2%
Herbal Extract Proprietary Blend	350 mg	**
Maltodextrin, Lonicera (flower), Forsythia (fruit), Schizonepeta (aboveground parts), Ginger (dried rhizome), Chinese Vitex (fruit), Isatis (root), Echinacea (aboveground parts)		
Amino Acids Blend	50 mg	**
Glutamine (as L-Glutamine), Lysine (as L-Lysine HCl)		

*Percent Daily Values are based on a 2,000 calorie diet. **Daily Value not established.

Other Ingredients: Sorbitol, Sodium Bicarbonate, Citric Acid, Potassium Bicarbonate, Natural Lemon-Lime Flavor, Polyethylene Glycol, Mineral Oil, Sucralose. No Artificial Colors, Flavors or Preservatives.

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 formula contains 17 herbs and nutrients, including ginger for nausea!†

Manufactured in USA
for Airborne, Inc. from domestic and imported ingredients
P.O. Box 2684 Carmel, CA 93921

†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.

"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.

To ensure safety, purity and potency, Airborne is proud of the fact that we extract only whole plant material. This product is manufactured in the U.S.A. from domestic and imported ingredients.

C-10007-03

DAVE YOU TAKEN YOUR AIRBORNE?

Questions: (800) 590-9794
Visit us at www.AirborneHealth.com

6 47865 10011 9

NORMAL BIGGER

Recyclable Carton

LEMON-LIME

Airborne®

EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT

AIRBORNE

The original immune-boosting tablet that helps your body fight germs.†

Airborne®

LEMON-LIME

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

Airborne®

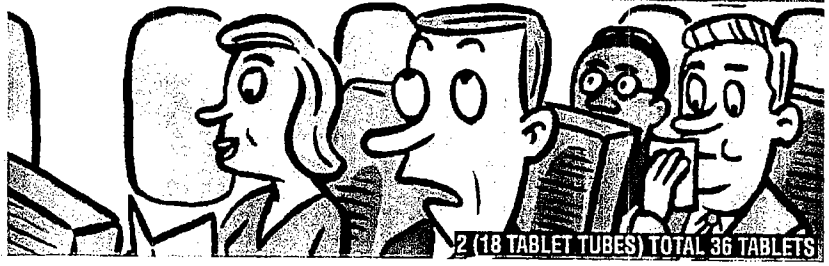
#1 Best Seller in the USA!

LEMON-LIME
DIETARY SUPPLEMENT

CREATED BY A SCHOOL TEACHER!

FOR USE IN:

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

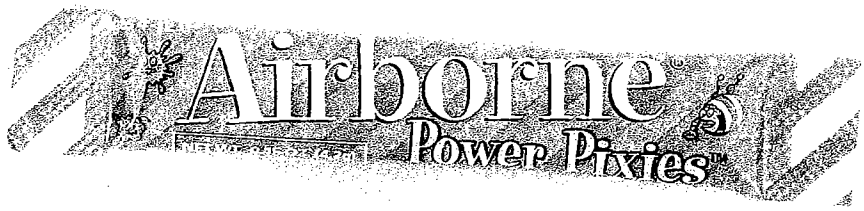


2 (18 TABLET TUBES) TOTAL 36 TABLETS

CONTENTS: 2 TUBES

DIRECTIONS: For adults and children 12 years and older: Simply drop (1) AIRBORNE tablet in 4-6 oz. of water, let dissolve (about 1 minute) and drink. Repeat every 3-4 hours as necessary, no more than 3 times per day. Do not take if pregnant or breastfeeding, unless you have consulted a physician. As with all dietary supplements, people on medication or with known medical conditions should consult a physician before taking. Sealed with a tamper evident cap for your protection. May be used in hot or cold water.

EFFERVESCENT TECHNOLOGY OFFERS FASTER ABSORPTION!


Airborne
Power Pixies™


Airborne
47865 3000


Effervescent
Airborne
Effervescent
Airborne

AIRBORNE GUMMI LOZENGES — *2007*

new die line - tuck ends

Gummi_carton_2007_v5

EFFERVESCENT!!

AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE®

Supplement Facts

Serving Size 1 Tablet

Each Tablet Contains		% Daily Value
Calories	5	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	500 IU	10%
Vitamin C (Ascorbic Acid)	500 mg	835%
Vitamin E (as dl-Tocopheryl Acetate)	15 IU	50%
Magnesium (as Sulfate)	20 mg	5%
Zinc (as Sulfate)	4 mg	27%
Selenium (as Chelate)	8 mcg	11%
Manganese (as Gluconate)	1.5 mg	75%
Sodium	230 mg	10%
Potassium (Bicarbonate)	38 mg	1%
Herbal Extract Proprietary Blend	200 mg	**
Maltodextrin, Lonicera (flower), Forsythia (fruit), Schizonepeta (aboveground parts), Ginger (dried rhizome), Chinese Vitex (fruit), Isatis (root), Echinacea (aboveground parts)		
Beet Root	30 mg	**
Amino Acids Blend	25 mg	**
Glutamine (as L-Glutamine), Lysine (as L-Lysine HCl)		

* Percent Daily Values are based on a 2,000 calorie diet. ** Daily Value not established.

OTHER INGREDIENTS: Sorbitol, Citric Acid, Sodium Bicarbonate, Grape Flavor, Polyethylene Glycol, Sucralose, Fennel Oil.

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.

No Artificial Colors or Preservatives.

Recyclable Carton

To ensure safety, purity and potency, Airborne is proud of the fact that we extract only whole plant material. This product is manufactured in the U.S.A. from domestic and imported ingredients.

C-10002-03

"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, 3rd grade teacher & developer of Airborne Formula.

AIRBORNE® Jr. For Kids!!

Take AIRBORNE to boost your immune system. A healthy immune system helps your body fight germs. Take before entering crowded places like schools and airplanes.†

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 formula contains 17 herbs and nutrients, including ginger for nausea!†

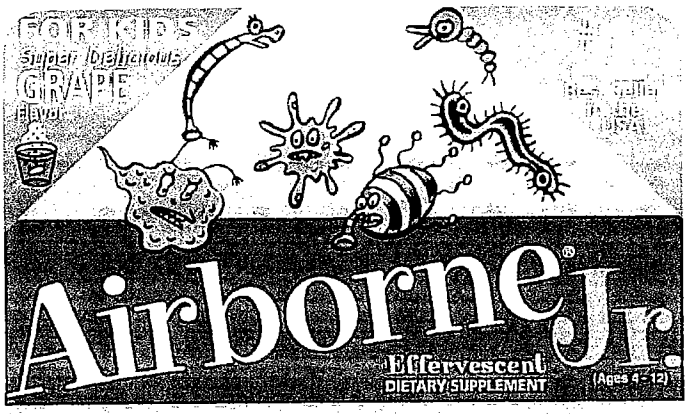
Manufactured in USA for Airborne, Inc.
from domestic and imported ingredients
P.O. Box 2884 Carmel, CA 93921

Next time, 'plop' the AIRBORNE® Jr.!

NO PROMO Proof of Purchase ENROUT

6 47865 10002 7

Comments: (800) 590-9794
Visit us at www.AirborneHealth.com



Children's Strength Airborne Formula!

Airborne Jr.
EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT

Airborne Jr.

The original immune-boosting tablet that helps your body fight germs.†

Airborne Jr.

- Vitamin C!
- Seven Herbal Extracts!
- Antioxidants!
- Electrolytes!
- Amino Acids!
- Tastes Great!

DR LOSE
EXP 11-10

CREATED BY A SCHOOL TEACHER!

FOR USE IN:

- School
- Playgrounds
- Airplanes
- Home
- Sleep-overs
- Vacations...

CONTENTS: 1 TUBE

DIRECTIONS: For ages 4-12: Simply drop (1) AIRBORNE Jr. tablet in 4-6 oz. of water, let dissolve (about 1 minute) and drink. Repeat every 3-4 hours as necessary, no more than three times per day. Do not take if pregnant or breastfeeding, unless you have consulted a physician. As with all dietary supplements, people on medication or with known medical conditions should consult a physician before taking. Sealed with a tamper evident cap for your protection. May be used in hot or cold water.

EFFERVESCENT TECHNOLOGY OFFERS FASTER ABSORPTION!

EFFERVESCENT LEMON-LIME!!

AIRBORNE AIRBORNE AIRBORNE AIRBORNE

Supplement Facts

Serving Size 1 Tablet

Amount Per Tablet		% Daily Value
Calories	5	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	2000 IU	40%
Vitamin C (Ascorbic Acid)	1000 mg	1667%
Vitamin E (as dl-Tocopheryl Acetate)	30 IU	100%
Magnesium (as Oxide & Sulfate)	40 mg	10%
Zinc (as Sulfate)	8 mg	53%
Selenium (as Chelate)	15 mcg	21%
Manganese (as Gluconate)	3 mg	150%
Sodium	230 mg	10%
Potassium	75 mg	2%
Herbal Extract Proprietary Blend Maltodextrin, Lonicera (flower), Forsythia (fruit), Schizonepeta (aboveground parts), Ginger (dried rhizome), Chinese Vitex (fruit), Isatis (root), Echinacea (aboveground parts)	350 mg	**
Amino Acids Blend Glutamine (as L-Glutamine) Lysine (as L-Lysine HCl)	50 mg	**

* Percent Daily Values are based on a 2,000 calorie diet. ** Daily Value not established.

Other Ingredients: Sorbitol, Sodium Bicarbonate, Citric Acid, Potassium Bicarbonate, Natural Lemon-Lime Flavor, Polyethylene Glycol, Mineral Oil, Sucralose

†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.

No Artificial Colors, Flavors or Preservatives. Recyclable Carton

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 formula contains 17 herbs and nutrients, including ginger for nausea!†

Next time, 'plop' the AIRBORNE!

Manufactured in USA for Airborne, Inc. from domestic and imported ingredients P.O. Box 2864 Carmel, CA 93921

"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.

To ensure safety, purity and potency, Airborne is proud of the fact that we extract only whole plant materials. This product is manufactured in the U.S.A. from domestic and imported ingredients.

ERROR

6 47865 10004 1

HAVE YOU TAKEN YOUR AIRBORNE?

Comments: (800) 590-9794

Visit us at www.Airbornehealth.com

C-1000-03

AIRBORNE AIRBORNE AIRBO

#1 Best Seller in the USA!

Airborne®

LEMON-LIME
DIETARY SUPPLEMENT

Airborne®
LEMON-LIME
EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT

AIRBORNE

The original immune-boosting tablet that helps your body fight germs.†

Airborne® CREATED BY A SCHOOL TEACHER! CONTENTS: 1 TUBE

LEMON-LIME

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

EXP JOAN 10

FOR USE IN:

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

DIRECTIONS: For adults and children 12 years and older: Simply drop (1) AIRBORNE tablet in 4-6 oz. of water, let dissolve (about 1 minute) and drink. Repeat every 3-4 hours as necessary, no more than 3 times per day. Do not take if pregnant or breastfeeding, unless you have consulted a physician. As with all dietary supplements, people on medication or with known medical conditions should consult a physician before taking. Sealed with a tamper evident cap for your protection. May be used in hot or cold water.

EFFERVESCENT TECHNOLOGY OFFERS FASTER ABSORPTION!

EFFERVESCENT

AIRBORNE AIRBORNE AIRBORNE AIRBORNE

Supplement Facts

Serving Size 1 Tablet

Amount Per Tablet		% Daily Value
Calories	5	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	2000 IU	40%
Vitamin C (Ascorbic Acid)	1000 mg	1667%
Vitamin E (as dl-Tocopheryl Acetate)	30 IU	100%
Magnesium (as Oxide & Sulfate)	40 mg	10%
Zinc (as Sulfate)	8 mg	53%
Selenium (as Chelate)	15 mcg	21%
Manganese (as Gluconate)	3 mg	150%
Sodium	230 mg	10%
Potassium	75 mg	2%
Herbal Extract Proprietary Blend Maltodextrin, Lonicera (flower), Forsythia (fruit), Schizonepeta (aboveground parts), Ginger (dried rhizome), Chinese Vitex (fruit), Isatis (root), Echinacea (aboveground parts)	350 mg	**
Nighttime Herbal Blend Chamomile (flower), Lemon Balm (aboveground parts), Passionflower (aboveground parts), Valerian (root)	60 mg	**

* Percent Daily Values are based on a 2,000 calorie diet. ** Daily Value not established.

Other Ingredients: Sorbitol, Citric Acid, Sodium Bicarbonate, Natural and Artificial Flavors, Potassium Bicarbonate, Caramel Color, Mineral Oil, Acesulfame Potassium, Sucralose.

†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.

No Artificial Colors or Preservatives. Recyclable Carton

Airborne NIGHTTIME

Effervescent

Health Formula

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 Nighttime contains immune-boosting ingredients *plus* natural herbs to help soothe and relax for a better night's sleep.†

Airborne Nighttime's unique formula contains 19 herbs and nutrients!

Next time, 'plop' the AIRBORNE!

Manufactured in USA for Airborne, Inc. from domestic and imported ingredients
PO Box 2684 Carmel, CA 93921

"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.

To ensure safety, purity and potency, Airborne is proud of the fact that we extract only water soluble botanicals. This product is manufactured in the U.S.A. from domestic and imported ingredients.

C-10006-02

HAVE YOU TAKEN YOUR AIRBORNE?

Comments: (800) 350-9794
Visit us at www.AirborneHealth.com

PROFORMA Proof of Purchase ENROLL

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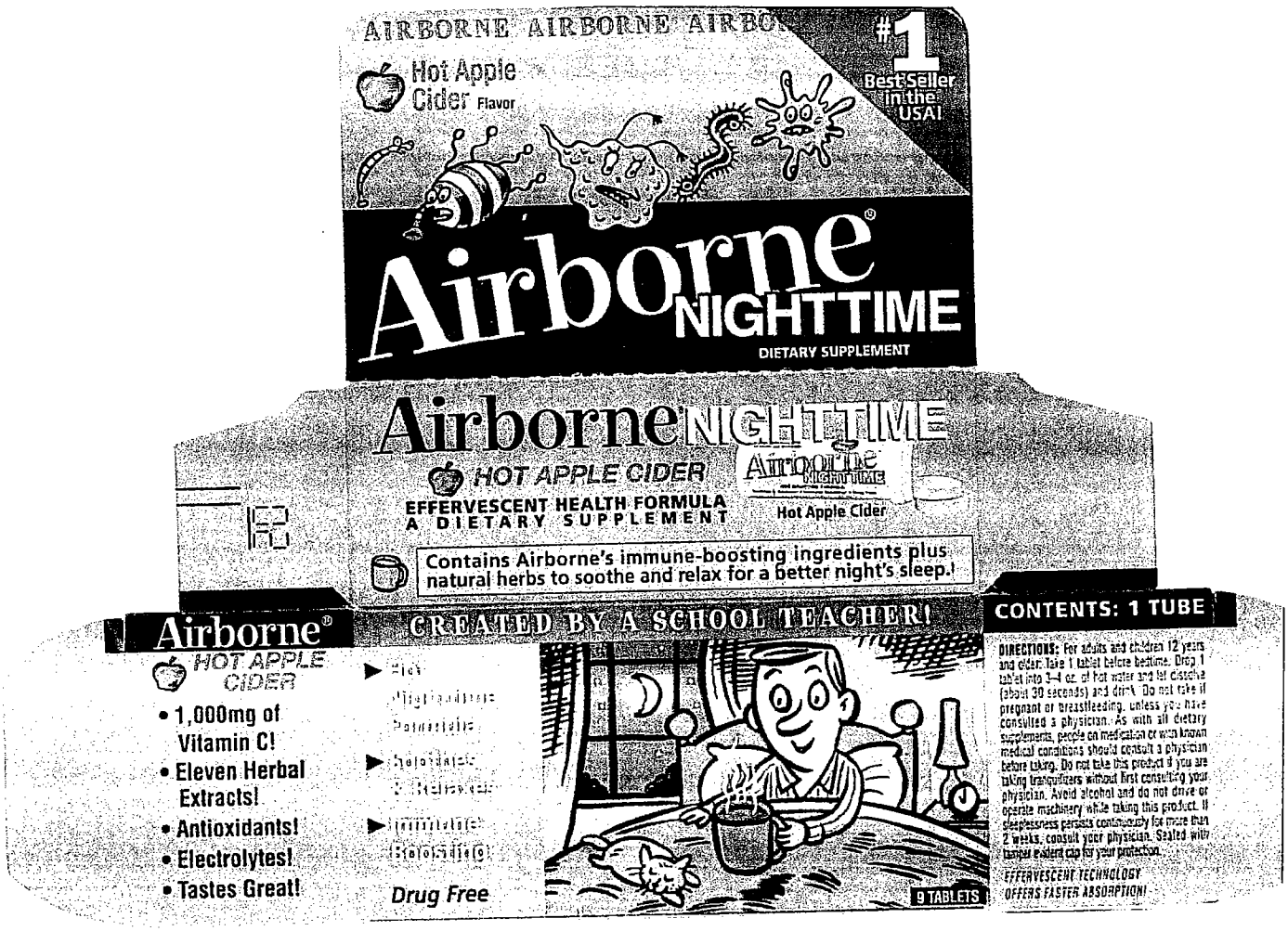
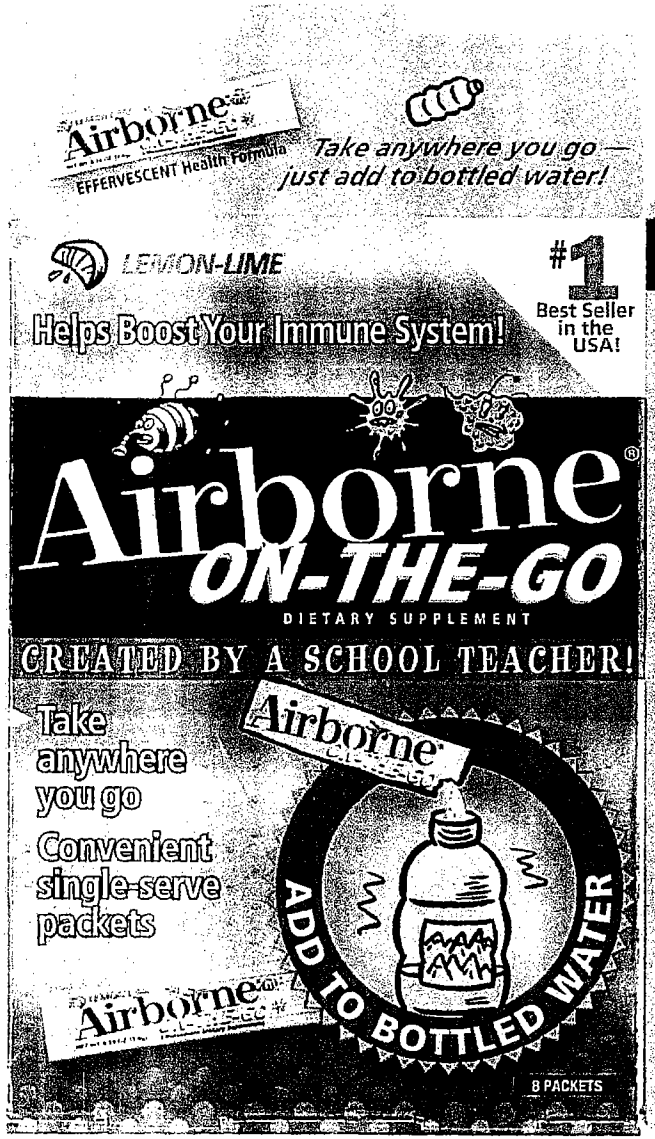

AIRBORNE AIRBORNE AIRBO
#1 Best Seller in the USA!
Hot Apple Cider Flavor
Airborne® NIGHTTIME
DIETARY SUPPLEMENT
Airborne NIGHTTIME
HOT APPLE CIDER
EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT
Hot Apple Cider
Contains Airborne's immune-boosting ingredients plus natural herbs to soothe and relax for a better night's sleep.!
Airborne®
HOT APPLE CIDER
• 1,000mg of Vitamin C!
• Eleven Herbal Extracts!
• Antioxidants!
• Electrolytes!
• Tastes Great!
Drug Free
CREATED BY A SCHOOL TEACHER!
9 TABLETS
CONTENTS: 1 TUBE
DIRECTIONS: For adults and children 12 years and older: Take 1 tablet before bedtime. Drop 1 tablet into 3–4 oz. of hot water and let dissolve (about 30 seconds) and drink. Do not take if pregnant or breastfeeding, unless you have consulted a physician. As with all dietary supplements, people on medication or with known medical conditions should consult a physician before taking. Do not take this product if you are taking tranquilizers without first consulting your physician. Avoid alcohol and do not drive or operate machinery while taking this product. If sleepiness persists continuously for more than 2 weeks, consult your physician. Sealed with tamper evident cap for your protection.
EFFERVESCENT TECHNOLOGY OFFERS FASTER ABSORPTION!



Airborne ON-THE-GO

DIRECTIONS: For adults and children 12 years and older: Empty packet into bottle when 4 - 6 oz. of water remain. Let dissolve (about 1 minute) and drink. **DO NOT SHAKE.** Repeat every 3-4 hours as necessary, no more than 3 times per day. Do not take if pregnant or breastfeeding, unless you have consulted a physician. As with all dietary supplements, people on medication or with known medical conditions should consult a physician before taking.

EFFERVESCENT TECHNOLOGY OFFERS FASTER ABSORPTION!

EFFERVESCENT ON-THE-GO

AIRBORNE® AIRBORNE® AIRBORNE®

Supplement Facts

Serving Size 1 Packet

Each Packet Contains		% Daily Value
Calories	0	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	2000 IU	40%
Vitamin C (Ascorbic Acid)	1000 mg	1667%
Vitamin E (as dl-Tocopheryl Acetate)	30 IU	100%
Magnesium (as Oxide & Sulfate)	40 mg	10%
Zinc (as Sulfate)	8 mg	53%
Selenium (as Amino Acid Chelate)	15 mcg	21%
Manganese (as Gluconate)	3 mg	150%
Sodium	230 mg	10%
Potassium	75 mg	2%
Herbal Extract Proprietary Blend	350 mg	**
Maltodextrin, Lonicera (flower), Forsythia (fruit), Schizonepeta (aboveground parts), Ginger (dried rhizome), Chinese Vitex (fruit), Isatis (root), Echinacea (aboveground parts)		
Amino Acids Blend	50 mg	**
Glutamine (as L-Glutamine) Lysine (as L-Lysine HCl)		

* Percent Daily Values are based on a 2,000 calorie diet. **Daily Value not established.

Other Ingredients: Citric Acid, Sodium Bicarbonate, Natural Lemon-Lime Flavors, Potassium Bicarbonate, Acesulfame Potassium, Sucralose.

†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.

No Artificial Colors, Flavors or Preservatives

Recyclable Carton

HAVE YOU TAKEN YOUR AIRBORNE?

Manufactured in Germany for Airborne, Inc., P.O. Box 2864 Carmel, CA 93921

Airborne® On-the-Go

Effervescent Health Formula

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 On-the-Go gives you this same immune-boosting formula in convenient, single-serve packets. It's perfect for people on the go. Just add to bottled water and take it anywhere you go!†

Airborne's unique formula contains 17 herbs and nutrients!

"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.

To ensure safety, purity and potency, Airborne is proud of the fact that we extract only whole plant material. All Airborne products are manufactured using the highest quality standards.

C-10008-03

Airborne® ON-THE-GO

4-6 oz. of Bottled Water

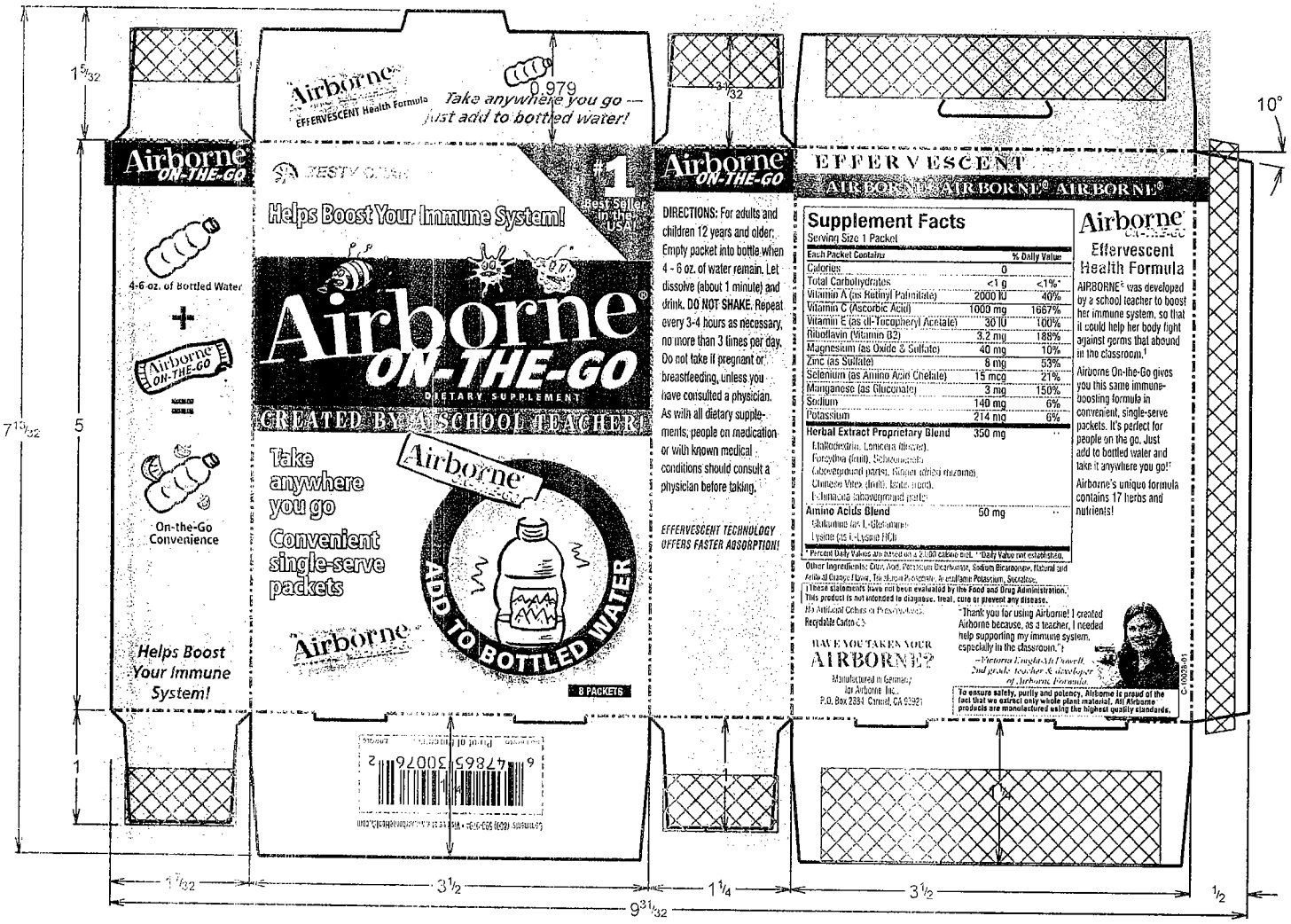
+

=

On-the-Go Convenience

Helps Boost Your Immune System!


LEMON-LIME
#1
Best Sell
in the
USA!
Airborne®
ON-THE-GO
DIETARY SUPPLEMENT
Airborne
EFFERVESCENT Health Formula
Helps Boost Your
Immune System!
The original immune-boosting powder that helps your body fight germs.
CREATED BY A SCHOOL TEACHER!
4-6 oz. of Bottled Water
+
Airborne ON-THE-GO
=
On-the-Go
Convenience
Convenient
single-serve
packets
Just add to
bottled water
Airborne
8 PACKETS



Mack Professional
Airborne 8 Count
D5147F
SBS.015
Nov 8, 2007

OTG design B3
8count = version 7 - Original
D5147F - die line

EFFERVESCENT

AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE®

Supplement Facts

Serving Size 1 Packet

Each Packet Contains		% Daily Value
Calories	0	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	2000 IU	40%
Vitamin C (Ascorbic Acid)	1000 mg	1667%
Vitamin E (as dl-Tocopheryl Acetate)	30 IU	100%
Magnesium (as Oxide & Sulfate)	40 mg	10%
Zinc (as Sulfate)	8 mg	53%
Selenium (as Amino Acid Chelate)	15 mcg	21%
Manganese (as Gluconate)	3 mg	150%
Sodium	230 mg	10%
Potassium	75 mg	2%
Herbal Extract Proprietary Blend	350 mg	**
Maltodextrin, Lonicera (flower), Forsythia (fruit), Schizonepeta (aboveground parts), Ginger (dried rhizome), Chinese Vitex (fruit), Isatis (root), Echinacea (aboveground parts)		
Amino Acids Blend	50 mg	**
Glutamine (as L-Glutamine) Lysine (as L-Lysine HCl)		

* Percent Daily Values are based on a 2,000 calorie diet. **Daily Value not established.

Other Ingredients: Citric Acid, Sodium Bicarbonate, Natural Lemon-Lime Flavors, Potassium Bicarbonate, Acesulfame Potassium, Sucralose.

†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.

No Artificial Colors, Flavors or Preservatives. Recyclable Carton ♻

Airborne® On-the-Go

Immune Support Powder

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 On-the-Go gives you this same immune-boosting formula in convenient, single-serve packets. It's perfect for people on the go. Just add to bottled water and take it anywhere you go!†

Airborne's unique formula contains 17 herbs and nutrients!

EXP 11/09
LOT 11/09A

Manufactured in Germany for Airborne, Inc., P.O. Box 2884 Carmel, CA 93921

"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

To ensure safety, purity and potency, Airborne is proud of the fact that we extract only whole plant material.

C-100194

EAN/DUN

6 47865 30022 9

Comments: (800) 590-9794 • Visit us at www.AirborneHealth.com

Airborne® SEASONAL

EFFERVESCENT AIRBORNE® SEASONAL

AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE® AIRBORNE®

Airborne®

SEASONAL

EFFERVESCENT HEALTH FORMULA

DIRECTIONS: Adults and children 12 years and older: Dissolve tablet in 4-6 oz. of water and drink. Take 3 times a day the first week and 2 times a day thereafter. Do not take if pregnant or breastfeeding, unless you have consulted a physician. As with all dietary supplements, people on medication or with known medical conditions should consult a physician before taking.

EFFERVESCENT TECHNOLOGY OFFERS FASTER ABSORPTION!

WWW.AIRBORNETRUST.COM

Airborne is the founder of the Airborne Teachers Trust Fund. A vision of Victoria Knight-McDowell — former second-grade teacher and creator of Airborne — the Airborne Teachers Trust Fund awards monetary grants to fund art and music programs in elementary and middle schools. Often, these programs are in jeopardy of being lost due to budgetary limitations. Airborne proudly supports the Trust financially with the monies generated through the sale of Airborne products.

For additional information and grant application visit www.airbornetrust.com.

Supplement Facts

Serving Size 1 Tablet

Amount Per Tablet		% Daily Value
Calories	8	
Total Carbohydrates	<1 g	<1%*
Vitamin C (Ascorbic Acid)	500 mg	833%
Vitamin B6 (Pyridoxine Hydrochloride)	2 mg	100%
Pantothenic Acid (as Calcium d-Pantothenate)	10 mg	100%
Sodium	250 mg	10%
Herbal Extracts Proprietary Blend Quercetin, Chinese Skullcap (root), Apple (fruit), Eleuthero (root and rhizome), Perilla (leaf), Peppermint (leaf)	420 mg	**

* Percent Daily Values are based on a 2,000 calorie diet. **Daily Value not established.

Other Ingredients: Citric Acid, Sodium Bicarbonate, Sorbitol, Crospovidone, Natural Citrus Flavor, Malic Acid, Sodium Carbonate, L-leucine, Polyethylene Glycol, Silicon Dioxide, Sucralose, Starch.
No Artificial Colors, Flavors or Preservatives.

†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.

Airborne® Seasonal is a non-drowsy formula containing a nutritional blend that promotes normal histamine levels.†

Airborne Seasonal's great-tasting formula comes in an effervescent tablet that you drop into water and let dissolve before drinking.

Manufactured In USA
for Airborne, Inc., from domestic and imported ingredients.
P.O Box 2884 Carmel, CA 93921

Recyclable Carton

HAVE YOU TAKEN YOUR AIRBORNE?

Comments: (800) 590-9794
Visit us at www.AirborneHealth.com

6 47865 10031 7

NOPROMO Proof of Purchase ERROL7

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1/08

Airborne® SEASONAL

- Contains Vitamins & Nutrients
- Non-Drowsy!

A proprietary formula that promotes normal histamine levels.†

BONUS PACK!

BONUS PACK!

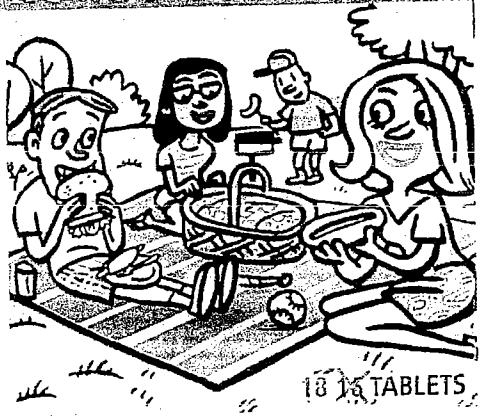
Airborne® SEASONAL

CITRUS BLEND

DIETARY SUPPLEMENT

NON DROWSY FORMULA

- Promotes Normal Histamine Levels†
- Contains Vitamins & Nutrients
- Natural Herbal Formula



18 TABLETS

Airborne® SEASONAL

CITRUS BLEND

- 500mg of Vitamin C!
- Herbal Extracts!
- Non-Drowsy!
- Tastes Great!

EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT

"I created the original Airborne formula 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.

To ensure safety, purity and potency, Airborne is proud of the fact that we extract only whole plant material. This product is manufactured in the U.S.A. from domestic and imported ingredients.

C-10021-02

13-1284-0
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EXHIBIT C

ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

LEMON-LIME

Airborne®

EFFERVESCENT HEALTH FORMULA
A DIETARY SUPPLEMENT

AIRBORNE

The original immune-boosting tablet that helps your body fight germs.†

Airborne®

LEMON-LIME

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

Airborne®

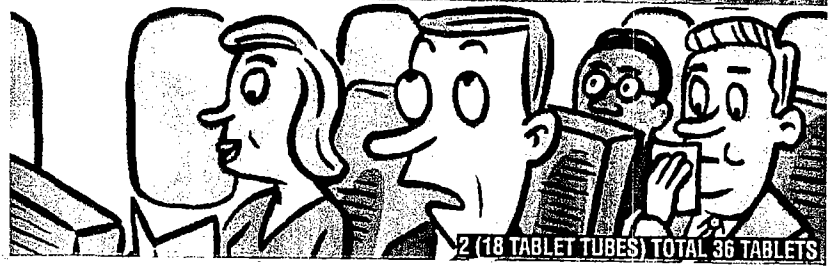
#1 Best Seller in the USA!

LEMON-LIME
DIETARY SUPPLEMENT

CREATED BY A SCHOOL TEACHER!

FOR USE IN:

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



2 (18 TABLET TUBES) TOTAL 36 TABLETS

CONTENTS: 2 TUBES

DIRECTIONS: For adults and children 12 years and older: Simply drop (1) AIRBORNE tablet in 4-6 oz. of water, let dissolve (about 1 minute) and drink. Repeat every 3-4 hours as necessary, no more than 3 times per day. Do not take if pregnant or breastfeeding, unless you have consulted a physician. As with all dietary supplements, people on medication or with known medical conditions should consult a physician before taking. Sealed with a tamper evident cap for your protection. May be used in hot or cold water.

EFFERVESCENT TECHNOLOGY OFFERS FASTER ABSORPTION!

Supplement Facts

Serving Size 1 Tablet

Amount Per Tablet		% Daily Value
Calories	5	
Total Carbohydrates	<1 g	<1%*
Vitamin A (as Retinyl Palmitate)	2000 IU	40%
Vitamin C (Ascorbic Acid)	1000 mg	1667%
Vitamin E (as dl-Tocopheryl Acetate)	30 IU	100%
Magnesium (as Oxide & Sulfate)	40 mg	10%
Zinc (as Sulfate)	8 mg	53%
Selenium (as Chelate)	15 mcg	21%
Manganese (as Gluconate)	3 mg	150%
Sodium	230 mg	10%
Potassium	75 mg	2%
Herbal Extract Proprietary Blend	350 mg	**
Maltodextrin, Lonicera (flower), Forsythia (fruit), Schizonepeta (aboveground parts), Ginger (dried rhizome), Chinese Vitex (fruit), Isatis (root), Echinacea (aboveground parts)		
Amino Acids Blend	50 mg	**
Glutamine (as L-Glutamine), Lysine (as L-Lysine HCl)		

*Percent Daily Values are based on a 2,000 calorie diet. **Daily Value not established.

Other Ingredients: Sorbitol, Sodium Bicarbonate, Citric Acid, Potassium Bicarbonate, Natural Lemon-Lime Flavor, Polyethylene Glycol, Mineral Oil, Sucralose. No Artificial Colors, Flavors or Preservatives.

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 formula contains 17 herbs and nutrients, including ginger for nausea!†

Manufactured in USA for Airborne, Inc. from domestic and imported ingredients
P.O. Box 2884 Carmel, CA 93921

†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.

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

—Tecoria Rawlin-McDowell,
2nd grade teacher & developer
of Airborne Formula.

To ensure safety, purity and potency, Airborne is proud of the fact that we extract only whole plant material. This product is manufactured in the U.S.A. from domestic and imported ingredients.

C-10007-03

HAVE YOU TAKEN YOUR AIRBORNE?
Comments: (800) 590-9794
Visit us at www.AirborneHealth.com

Recyclable Carton

EXHIBIT D

ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

GOVERNMENT-ORDERED DISCLOSURE
[on Airborne Health, Inc., letterhead]

[Insert Date]

[Addressee]

Dear Airborne Health, Inc., Distributor, Reseller, or Retailer:

Airborne Health, Inc., recently reached a settlement with the Attorneys General of twenty-seven states and the District of Columbia (the "State AGs") resolving an investigation into what the State AGs believed to be unsubstantiated and/or deceptive claims for Airborne Effervescent Health Formula and other Airborne branded products. The State AGs also contended that Airborne made unlawful claims for a dietary supplement. According to the State AGs, Airborne lacked scientific evidence to support alleged claims that, among things, our products prevent colds, protect against germs, reduce the severity or duration of colds, or protect against colds, sickness or infection in crowded places. Although we dispute the views of the State AGs and deny any wrongdoing, we have agreed to resolve the State AGs' investigation.

To comply with the agreement reached with the State AGs, Airborne has agreed, and hereby instructs you to immediately refrain from and/or stop using advertising or promotional materials that claim that Airborne Effervescent Health Formula (all flavors), Airborne, Jr., Airborne On-the-Go, Airborne Power Pixies, Airborne Nighttime, Airborne Seasonal, Airborne Gummi lozenges, or other similar Airborne products:

- reduce the risk of or prevent colds, sickness, or infection;
- protect against or helps fight germs;
- reduce the severity or duration of colds;
- protect against colds, sickness, or infection in crowded places like airplanes, offices, or schools; or
- prevent, treat, cure, or mitigate diseases (or allergies).

Such claims may only be made if they are true, adequately substantiated and otherwise permitted by law.

A copy of the settlement with the State AGs is attached. If you have any questions, please call [insert name and telephone numbers of the responsible Airborne Health, Inc. Attorney or Officer].

Sincerely,

Airborne Health, Inc.

EXHIBIT E

ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

GOVERNMENT-ORDERED DISCLOSURE
[on Airborne Health, Inc., letterhead]

[Insert Date]

[Addressee]

Dear Airborne Health, Inc., Distributor, Reseller, or Retailer:

Airborne Health, Inc., recently reached a settlement with the Attorneys General of twenty-seven states and the District of Columbia (the "State AGs") resolving an investigation into what the State AGs believed to be unsubstantiated and/or deceptive claims for Airborne Effervescent Health Formula and other Airborne branded products. The State AGs also contended that Airborne made unlawful claims for a dietary supplement. According to the State AGs, Airborne lacked scientific evidence to support alleged claims that, among things, our products prevent colds, protect against germs, reduce the severity or duration of colds, or protect against colds, sickness or infection in crowded places. Although we dispute the views of the State AGs and deny any wrongdoing, we have agreed to resolve the State AGs' investigation.

It has been brought to our attention that advertisements you have distributed may violate the terms of our Settlement if made by Airborne. To comply with the agreement reached with the State AGs, Airborne has agreed, and hereby instructs you to immediately refrain and/or stop using advertising or promotional materials that may violate the terms of the Settlement including claims that Airborne Effervescent Health Formula (all flavors), Airborne, Jr., Airborne On-the-Go, Airborne Power Pixies, Airborne Nighttime, Airborne Seasonal, Airborne Gummi lozenges, or other similar Airborne products:

- reduce the risk of or prevent colds, sickness, or infection;
- protect against or help fight germs;
- reduce the severity or duration of colds;
- protect against colds, sickness, or infection in crowded places like airplanes, offices, or schools; or
- prevent, treat, cure, or mitigate diseases (or allergies).

Such claims may only be made if they are true, adequately substantiated and otherwise permitted by law.

A copy of the settlement with the State AGs is attached. If you have any questions, please call [insert name and telephone numbers of the responsible Airborne Health, Inc. Attorney or Officer].

Sincerely,

Airborne Health, Inc.

ATTORNEY GENERAL OF WASHINGTON
Consumer Protection Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
(206) 464-7745

PROOF OF SERVICE

I certify that I served a copy of this document on all parties or their counsel of record on the date below as follows:

☐ US Mail Postage Prepaid via Consolidated Mail Service

☒ ABC/Legal Messenger

Peter J. Mintzer
Cozen & O'Connor
1201 Third Avenue, Suite 5200
Seattle, WA 98101

☐ State Campus Delivery

☐ Hand delivered by _____

I certify under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 16th day of December, 2008, at Seattle, Washington.