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CLIF BAR & COMPANY

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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

RALPH MILAN, SARAH AQUINO, and
ELIZABETH ARNOLD on behalf of
themselves, those similarly situated and the
general public,

Plaintiffs,

v.

CLIF BAR & COMPANY,
Defendant.

Case No. 18-cv-02354-JD

CLASS ACTION

**DEFENDANT CLIF BAR & COMPANY'S
ANSWER TO PLAINTIFFS'
UNVERIFIED COMPLAINT**

Judge: Hon. James Donato

Complaint Filed: April 19, 2018

Demand for Jury Trial

1 Defendant Clif Bar & Company (“Clif Bar”), by and through its attorneys, states as
2 follows in answer to Plaintiffs’ Complaint:

3 **INTRODUCTION**

4 **Answering Paragraph No. 1:** Clif Bar denies the allegations.

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6 **Answering Paragraph No. 2:** Clif Bar denies the allegations.

7
8 **Answering Paragraph No. 3:** Clif Bar denies the allegations.

9
10 **Answering Paragraph No. 4:** Clif Bar admits that Plaintiffs have brought claims under the
11 specified statutes. Except as so admitted, Clif Bar lacks information sufficient to form a belief
12 about the truth of the allegations and on that basis denies them.

13
14 **Answering Paragraph No. 5:** Based on the language of the Complaint, Clif Bar admits that
15 Plaintiffs seek injunctive relief and denies the rest of the allegations.

16 **JURISDICTION AND VENUE**

17 **Answering Paragraph No. 6:** Clif Bar lacks information sufficient to form a belief about the
18 residency of any Plaintiff and on that basis denies the allegation. As to the rest of the allegations,
19 Clif Bar denies them.

20
21 **Answering Paragraph No. 7:** As for the factual allegations that require an answer, Clif Bar
22 admits that it is incorporated with its principal place of business in California and that it conducts
23 business within the State of California. Clif Bar denies the rest of the allegations.

24
25 **Answering Paragraph No. 8:** As for the factual allegations that require an answer, Clif Bar
26 admits that its principal place of business is located within this District, that it does business
27 within this District, and denies the rest of the allegations.

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INTRADISTRICT ASSIGNMENT

Answering Paragraph No. 9: As for the factual allegations that require an answer, Clif Bar admits that its principal place of business is in Alameda County, and denies the rest of the allegations.

PARTIES

Answering Paragraph No. 10: Clif Bar lacks information sufficient to form a belief about the residency of Plaintiff Milan and on that basis denies the allegation.

Answering Paragraph No. 11: Clif Bar lacks information sufficient to form a belief about the residency of Plaintiff Aquino and on that basis denies the allegation.

Answering Paragraph No. 12: Clif Bar lacks information sufficient to form a belief about the residency of Plaintiff Arnold and on that basis denies the allegation.

Answering Paragraph No. 13: Clif Bar admits that it manufactures Clif Bar and ZBar products, contracts with third-parties for the manufacture of other products, and distributes product through a third-party distribution and logistics partner. Clif Bar otherwise denies the allegations.

FACTS

I. There Has Been a Recent Rise in Human Sugar Consumption

Answering Paragraph No. 14 and Heading I: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 15: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 16: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

1 **Answering Paragraph No. 17:** Clif Bar denies that its products contain high fructose corn syrup.
2 Clif Bar otherwise lacks knowledge or information sufficient to form a belief about the truth of the
3 allegations contained in this paragraph and on that basis denies them.

4
5 **Answering Paragraph No. 18:** Clif Bar lacks knowledge or information sufficient to form a
6 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

7
8 **Answering Paragraph No. 19:** Clif Bar denies that its products contain high fructose corn syrup.
9 Clif Bar otherwise lacks knowledge or information sufficient to form a belief about the truth of the
10 allegations contained in this paragraph and on that basis denies them.

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12 **Answering Paragraph No. 20:** Clif Bar lacks knowledge or information sufficient to form a
13 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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15 **Answering Paragraph No. 21:** Clif Bar lacks knowledge or information sufficient to form a
16 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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18 **Answering Paragraph No. 22:** Clif Bar lacks knowledge or information sufficient to form a
19 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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21 **Answering Paragraph No. 23:** Clif Bar lacks knowledge or information sufficient to form a
22 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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24 **Answering Paragraph No. 24:** Clif Bar lacks knowledge or information sufficient to form a
25 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

26 **II. The Body's Physiological Response to Excess Sugar Consumption**

27 **A. The Body's Response to Glucose**

28 **Answering Paragraph No. 25 and Headings II and II(A):** Clif Bar lacks knowledge or

1 information sufficient to form a belief about the truth of the allegations contained in this paragraph
2 and on that basis denies them.

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4 **Answering Paragraph No. 26:** Clif Bar lacks knowledge or information sufficient to form a
5 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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7 **Answering Paragraph No. 27:** Clif Bar lacks knowledge or information sufficient to form a
8 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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10 **Answering Paragraph No. 28:** Clif Bar lacks knowledge or information sufficient to form a
11 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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13 **Answering Paragraph No. 29:** Clif Bar lacks knowledge or information sufficient to form a
14 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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16 **Answering Paragraph No. 30:** Clif Bar lacks knowledge or information sufficient to form a
17 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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19 **Answering Paragraph No. 31:** Clif Bar lacks knowledge or information sufficient to form a
20 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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22 **Answering Paragraph No. 32:** Clif Bar lacks knowledge or information sufficient to form a
23 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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25 **Answering Paragraph No. 33:** Clif Bar lacks knowledge or information sufficient to form a
26 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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28 **Answering Paragraph No. 34:** Clif Bar lacks knowledge or information sufficient to form a

1 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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3 **Answering Paragraph No. 35:** Clif Bar lacks knowledge or information sufficient to form a
4 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

5 **B. The Body's Response to Fructose**

6 **Answering Paragraph No. 36 and Heading II(B):** Clif Bar lacks knowledge or information
7 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
8 basis denies them.

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10 **Answering Paragraph No. 37:** Clif Bar lacks knowledge or information sufficient to form a
11 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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13 **Answering Paragraph No. 38:** Clif Bar lacks knowledge or information sufficient to form a
14 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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16 **Answering Paragraph No. 39:** Clif Bar lacks knowledge or information sufficient to form a
17 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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19 **Answering Paragraph No. 40:** Clif Bar lacks knowledge or information sufficient to form a
20 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

21

C. The Addiction Response

22 **Answering Paragraph No. 41 and Heading II(C):** Clif Bar lacks knowledge or information
23 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
24 basis denies them.

25 **III. There Has Been a Dramatic Rise in Obesity and Chronic Disease That Parallels the**
26 **Rise in Human Sugar Consumption**

27 **Answering Paragraph No. 42 and Heading III:** Clif Bar lacks knowledge or information
28 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that

1 basis denies them.

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3 **Answering Paragraph No. 43:** Clif Bar lacks knowledge or information sufficient to form a
4 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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6 **Answering Paragraph No. 44:** Clif Bar lacks knowledge or information sufficient to form a
7 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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9 **Answering Paragraph No. 45:** Clif Bar lacks knowledge or information sufficient to form a
10 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

11 **IV. There is Substantial Scientific Evidence That Excess Sugar Consumption Causes**
12 **Metabolic Syndrome, Cardiovascular Disease, Type 2 Diabetes, and Other Morbidity**

13 **Answering Paragraph No. 46 and Heading IV:** Clif Bar lacks knowledge or information
14 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
15 basis denies them.

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17 **Answering Paragraph No. 47:** Clif Bar lacks knowledge or information sufficient to form a
18 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

19 **A. Excess Sugar Consumption Causes Metabolic Syndrome**

20 **Answering Paragraph No. 48 and Heading IV(A):** Clif Bar lacks knowledge or information
21 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
22 basis denies them.

23
24 **Answering Paragraph No. 49:** Clif Bar lacks knowledge or information sufficient to form a
25 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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27 **Answering Paragraph No. 50:** Clif Bar lacks knowledge or information sufficient to form a
28 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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Answering Paragraph No. 51: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 52: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 53: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 54: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 55: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 56: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 57: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

Answering Paragraph No. 58: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

B. Excess Sugar Consumption Causes Type 2 Diabetes

Answering Paragraph No. 59: Clif Bar lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in this paragraph and on that basis denies them.

1 **Answering Paragraph No. 60:** Clif Bar lacks knowledge or information sufficient to form a
2 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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4 **Answering Paragraph No. 61:** Clif Bar lacks knowledge or information sufficient to form a
5 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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7 **Answering Paragraph No. 62:** Clif Bar lacks knowledge or information sufficient to form a
8 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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10 **Answering Paragraph No. 63:** Clif Bar lacks knowledge or information sufficient to form a
11 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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13 **Answering Paragraph No. 64:** Clif Bar lacks knowledge or information sufficient to form a
14 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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16 **Answering Paragraph No. 65:** Clif Bar lacks knowledge or information sufficient to form a
17 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

18
19 **Answering Paragraph No. 66:** Clif Bar lacks knowledge or information sufficient to form a
20 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

21 **C. Excess Sugar Consumption Causes Cardiovascular Disease**

22 **Answering Paragraph No. 67 and Heading IV(C):** Clif Bar lacks knowledge or information
23 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
24 basis denies them.

25
26 **Answering Paragraph No. 68:** Clif Bar lacks knowledge or information sufficient to form a
27 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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1 **Answering Paragraph No. 69:** Clif Bar lacks knowledge or information sufficient to form a
2 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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4 **Answering Paragraph No. 70:** Clif Bar lacks knowledge or information sufficient to form a
5 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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7 **Answering Paragraph No. 71:** Clif Bar lacks knowledge or information sufficient to form a
8 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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10 **D. Excess Sugar Consumption Causes Liver Disease**

11 **Answering Paragraph No. 72 and Heading IV(D):** Clif Bar lacks knowledge or information
12 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
13 basis denies them.

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15 **Answering Paragraph No. 73:** Clif Bar lacks knowledge or information sufficient to form a
16 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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18 **Answering Paragraph No. 74:** Clif Bar lacks knowledge or information sufficient to form a
19 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

20 **E. Excess Sugar Consumption Causes Obesity**

21 **Answering Paragraph No. 75 and Heading IV(E):** Clif Bar lacks knowledge or information
22 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
23 basis denies them.

24
25 **Answering Paragraph No. 76:** Clif Bar lacks knowledge or information sufficient to form a
26 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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28 **Answering Paragraph No. 77:** Clif Bar lacks knowledge or information sufficient to form a

1 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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3 **Answering Paragraph No. 78:** Clif Bar lacks knowledge or information sufficient to form a
4 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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6 **Answering Paragraph No. 79:** Clif Bar lacks knowledge or information sufficient to form a
7 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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9 **Answering Paragraph No. 80:** Clif Bar lacks knowledge or information sufficient to form a
10 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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12 **Answering Paragraph No. 81:** Clif Bar lacks knowledge or information sufficient to form a
13 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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15 **Answering Paragraph No. 82:** Clif Bar lacks knowledge or information sufficient to form a
16 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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18 **Answering Paragraph No. 83:** Clif Bar lacks knowledge or information sufficient to form a
19 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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21 **Answering Paragraph No. 84:** Clif Bar lacks knowledge or information sufficient to form a
22 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

23

F. Excess Sugar Consumption Causes Inflammation

24 **Answering Paragraph No. 85 and Heading IV(F):** Clif Bar lacks knowledge or information
25 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
26 basis denies them.

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28 **Answering Paragraph No. 86:** Clif Bar lacks knowledge or information sufficient to form a

1 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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3 **Answering Paragraph No. 87:** Clif Bar lacks knowledge or information sufficient to form a
4 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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6 **Answering Paragraph No. 88:** Clif Bar lacks knowledge or information sufficient to form a
7 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

8 **G. Excess Sugar Consumption Causes High Blood Triglycerides and Abnormal**
9 **Cholesterol Levels**

10 **Answering Paragraph No. 89 and Heading IV(G):** Clif Bar lacks knowledge or information
11 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
12 basis denies them.

13

14 **Answering Paragraph No. 90:** Clif Bar lacks knowledge or information sufficient to form a
15 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

16

17 **Answering Paragraph No. 91:** Clif Bar lacks knowledge or information sufficient to form a
18 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

19

20 **Answering Paragraph No. 92:** Clif Bar lacks knowledge or information sufficient to form a
21 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

22

23 **Answering Paragraph No. 93:** Clif Bar lacks knowledge or information sufficient to form a
24 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

25

26 **Answering Paragraph No. 94:** Clif Bar lacks knowledge or information sufficient to form a
27 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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1 **Answering Paragraph No. 95:** Clif Bar lacks knowledge or information sufficient to form a
2 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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4 **Answering Paragraph No. 96:** Clif Bar lacks knowledge or information sufficient to form a
5 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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7 **Answering Paragraph No. 97:** Clif Bar lacks knowledge or information sufficient to form a
8 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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10 **Answering Paragraph No. 98:** Clif Bar lacks knowledge or information sufficient to form a
11 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

12
13 **Answering Paragraph No. 99:** Clif Bar lacks knowledge or information sufficient to form a
14 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

15 **H. Excess Sugar Consumption is Associated with Hypertension**

16 **Answering Paragraph No. 100 and Heading IV(H):** Clif Bar lacks knowledge or information
17 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
18 basis denies them.

19
20 **Answering Paragraph No. 101:** Clif Bar lacks knowledge or information sufficient to form a
21 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

22
23 **Answering Paragraph No. 102:** Clif Bar lacks knowledge or information sufficient to form a
24 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

25
26 **Answering Paragraph No. 103:** Clif Bar lacks knowledge or information sufficient to form a
27 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

1 **Answering Paragraph No. 104:** Clif Bar lacks knowledge or information sufficient to form a
2 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

3 **I. Excess Sugar Consumption is Associated with Alzheimer’s Disease, Dementia,**
4 **and Cognitive Decline**

5 **Answering Paragraph No. 105 and Heading IV(I):** Clif Bar lacks knowledge or information
6 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
7 basis denies them.

8
9 **Answering Paragraph No. 106:** Clif Bar lacks knowledge or information sufficient to form a
10 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

11 **J. Excess Sugar Consumption is Linked to Some Cancers**

12 **Answering Paragraph No. 107 and Heading IV(J):** Clif Bar lacks knowledge or information
13 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
14 basis denies them.

15
16 **Answering Paragraph No. 108:** Clif Bar lacks knowledge or information sufficient to form a
17 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

18
19 **Answering Paragraph No. 109:** Clif Bar lacks knowledge or information sufficient to form a
20 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

21 **K. Based on the Scientific Evidence, Authoritative Scientific and Health**
22 **Organizations Recommend Restricting Added Sugar Consumption to Below**
23 **5% or 10% of Daily Calories**

24 **Answering Paragraph No. 110 and Heading IV(K):** Clif Bar lacks knowledge or information
25 sufficient to form a belief about the truth of the allegations contained in this paragraph and on that
26 basis denies them.

27
28 **Answering Paragraph No. 111:** Clif Bar lacks knowledge or information sufficient to form a

1 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

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3 **Answering Paragraph No. 112:** Clif Bar lacks knowledge or information sufficient to form a
4 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

5

6 **Answering Paragraph No. 113:** Clif Bar lacks knowledge or information sufficient to form a
7 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

8 **V. Clif’s Marketing and Sale of the High-Sugar “Nutrition” Bars**

9 **Answering Paragraph No. 114 and Heading (V):** Clif Bar lacks knowledge or information
10 sufficient to form a belief about the truth of the allegations concerning the referenced Nielsen’s
11 study, and on that basis denies those allegations, and denies the remaining allegations.

12

13 **Answering Paragraph No. 115:** Clif Bar denies the allegations.

14

15 **Answering Paragraph No. 116:** Clif Bar admits that on its website it has identified as a goal, the
16 creation of a “healthier, more just and sustainable food system,” at times has described its products
17 as nutritious, and expressed care for what consumers put into their bodies. Clif Bar otherwise
18 denies the allegations.

19

20 **Answering Paragraph No. 117:** With reference to the current website, Clif Bar denies the
21 allegations.

22

23 **Answering Paragraph No. 118:** With reference to the current website, Clif Bar denies the
24 allegations.

25

26 **Answering Paragraph No. 119:** With reference to the current website, Clif Bar denies the
27 allegations.

28

1 **Answering Paragraph No. 120:** Clif Bar admits that the quoted language appears on its website,
2 and otherwise denies the allegations.

3
4 **Answering Paragraph No. 121:** Clif Bar admits that the quoted language appears in the cited
5 article, and otherwise denies the allegations.

6
7 **Answering Paragraph No. 122:** Clif Bar denies the allegations.

8 **A. The high-sugar Clif Kid ZBars**

9 **Answering Paragraph No. 123 and Heading V(A):** Clif Bar admits that it currently sells Clif
10 Kid ZBars “Original,” Clif Kid ZBars “Filled,” and Clif Kid ZBars “Protein,” and denies the rest
11 of the allegations.

12 **1. Clif Kid ZBars “Original”**

13 **Answering Paragraph No. 124 and Heading V(A)(1):** Clif Bar admits that it sells the Clif Kid
14 Original ZBars in Chocolate Brownie, Chocolate Chip, Iced Oatmeal Cookie, and the S’Mores
15 flavors, and admits that it has sold the Clif Kid Original ZBars in the Iced Lemon Cookie and
16 Pirate Chocolate Chip flavors.

17
18 **Answering Paragraph No. 125:** Clif Bar admits that each of its Clif Kid Original ZBars is sold in
19 a 36 gram-bar serving size, admits that the total calories depends on flavor, and denies the rest of
20 the allegations.

21
22 **Answering Paragraph No. 126:** Clif Bar denies the allegations.

23
24 **Answering Paragraph No. 127:** Clif Bar admits the allegations to the extent the information
25 accurately reflects its product labeling, and otherwise denies the allegations, including the figures
26 pertaining to added sugars and percent calories from added sugars.

1 **Answering Paragraph No. 128:** Clif Bar admits that the language in sub(c) (“In raising our
2 family, finding nutritious on-the-go snacks for our kids wasn’t easy. That’s why we created Clif
3 Kid – wholesome, delicious snacks made with organic ingredients to keep kids going, growing,
4 and exploring.”) has appeared on its wrappers and certain multicount cartons; and that the
5 language in sub(a) (“Nourishing Kids in Motion”), sub(b) (“No High-Fructose Corn Syrup”) and
6 sub(d) (“CLIF Kid Zbar[’s] blend of carbs, fiber, protein, and fat gives kids energy so they can
7 keep Zipping and Zooming along.”) has appeared on certain multicount cartons, and otherwise
8 denies the allegations.

9
10 **Answering Paragraph No. 129:** Clif Bar denies the allegations.

11
12 **Answering Paragraph No. 130:** Clif Bar admits that the illustrations are representative of some
13 of the Clif Bar packaging, but otherwise denies the allegations.

14 **2. Clif Kid ZBars “Filled”**

15 **Answering Paragraph No. 131 and Heading V(A)(2):** Clif Bar admits that Clif Kid ZBars Filled
16 are currently sold in the Double Peanut Butter and Chocolate Peanut Butter flavors, and previously
17 sold Apple Almond Butter but changed the name to Cashew Butter, and denies the rest of the
18 allegations.

19
20 **Answering Paragraph No. 132:** Clif Bar admits the allegations.

21
22 **Answering Paragraph No. 133:** Clif Bar denies the allegations.

23
24 **Answering Paragraph No. 134:** Clif Bar admits the allegations to the extent the information
25 accurately reflects its product labeling, and otherwise denies the allegations.

26
27 **Answering Paragraph No. 135:** Clif Bar admits that the language in sub(c) (“In raising our
28 family, finding nutritious on-the-go snacks for our kids wasn’t easy. That’s why we created Clif

1 Kid – wholesome, delicious snacks made with organic ingredients to keep kids going, growing,
2 and exploring.”) has appeared on its wrappers and 5-pack cartons; and that the language in sub(a)
3 (“Nourishing Kids in Motion”), sub(b) (“No High-Fructose Corn Syrup”) and sub(d) (“CLIF Kid
4 Zbar[’s] blend of carbs, fiber, protein, and fat gives kids energy so they can keep Zipping and
5 Zooming along.”) has appeared on its 5-pack cartons, and otherwise denies the allegations.

6
7 **Answering Paragraph No. 136:** Clif Bar denies the allegations.

8
9 **Answering Paragraph No. 137:** Clif Bar admits that the illustrations are representative of some
10 of the Clif Bar packaging, but otherwise denies the allegations.

11 **3. Clif Kid ZBars “Protein”**

12 **Answering Paragraph No. 138 and Heading V(A)(3):** Clif Bar admits the allegations.

13
14 **Answering Paragraph No. 139:** Clif Bar admits that each of its Clif Kid ZBar “Protein” is sold in
15 a 36 gram-bar serving size, admits its Chocolate Chip and Chocolate Mint flavors have 130 total
16 calories per serving, and denies the rest of the allegations.

17
18 **Answering Paragraph No. 140:** Clif Bar admits the allegations to the extent the information
19 accurately reflects its product labeling, and otherwise denies the allegations.

20
21 **Answering Paragraph No. 141:** Clif Bar admits the allegations to the extent the information
22 accurately reflects its product labeling, and otherwise denies the allegations.

1 **Answering Paragraph No. 142:** Clif Bar admits that the language in sub(c) (“In raising our
2 family, finding nutritious on-the-go snacks for our kids wasn’t easy. That’s why we created Clif
3 Kid – wholesome, delicious snacks made with organic ingredients to keep kids going, growing,
4 and exploring.”) has appeared on its wrappers and 5-pack cartons; and that the language in sub(a)
5 (“Nourishing Kids in Motion”), sub(b) (“No High-Fructose Corn Syrup”) and sub(d) (“CLIF Kid
6 Zbar Protein[’s] balanced blend of protein, whole grains, vitamins, and minerals helps provide
7 nutritional building blocks for kids’ growing bodies . . .”) has appeared on its 5-pack cartons, and
8 otherwise denies the allegations.

9
10 **Answering Paragraph No. 143:** Clif Bar denies the allegations.

11
12 **Answering Paragraph No. 144:** Clif Bar denies the allegations.

13 **4. Clif Kid ZBar “Fruit and Veggie”**

14 **Answering Paragraph No. 145 and Heading V(A)(4):** Clif Bar admits that at one point it sold
15 the Clif Kid ZBar Fruit and Veggie products in Purple Power, Awesome Orange, and Keen Green
16 flavors.

17
18 **Answering Paragraph No. 146:** Clif Bar admits the allegations as to product weight and calories,
19 but denies that it currently sells the products in question.

20
21 **Answering Paragraph No. 147:** Clif Bar denies the allegations.

22
23 **Answering Paragraph No. 148:** Clif Bar admits the allegations to the extent the information
24 accurately reflects its product labeling, but denies that these products are currently sold, and
25 otherwise denies the allegations.

26
27 **Answering Paragraph No. 149:** Clif Bar admits that the language in sub(c) (“In raising our
28 family, finding nutritious on-the-go snacks for our kids wasn’t easy. That’s why we created Clif

1 Kid – wholesome, delicious snacks made with organic ingredients to keep kids going, growing,
2 and exploring.”) has appeared on its wrappers and 5-pack cartons; and that the language in sub(a)
3 (“Nourishing Kids in Motion”), sub(b) (“No High-Fructose Corn Syrup”) and sub(d) (“CLIF Kid
4 Zbar Protein[’s] balanced blend of protein, whole grains, vitamins, and minerals helps provide
5 nutritional building blocks for kids’ growing bodies . . .”) has appeared on its 5-pack cartons, and
6 otherwise denies the allegations.

7
8 **Answering Paragraph No. 150:** Clif Bar denies the allegations.

9
10 **Answering Paragraph No. 151:** Clif Bar denies the allegations.

11 **B. The high-sugar “Classic” Clif Bars**

12 **Answering Paragraph No. 152 and Heading V(B):** Clif Bar admits that at various times it has
13 sold the identified “Classic” Clif Bar flavors.

14
15 **Answering Paragraph No. 153:** Clif Bar admits the allegations.

16
17 **Answering Paragraph No. 154:** Clif Bar admits that as to the identified “Classic” Clif Bars, the
18 first-listed ingredient is Organic Brown Rice Syrup, and otherwise denies the allegation.

19
20 **Answering Paragraph No. 155:** Clif Bar admits the allegations to the extent the information
21 accurately reflects its product labeling, and otherwise denies the allegations.

22
23 **Answering Paragraph No. 156:** Clif Bar admits the allegations to the extent the information
24 accurately reflects its product labeling, and otherwise denies the allegations.

25
26 **Answering Paragraph No. 157:** Clif Bar admits that its product labels and cartons for its
27 “Classic” Clif Bars include the language, “Nutrition For Sustained Energy,” and otherwise denies
28 the allegation.

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Answering Paragraph No. 158: Clif Bar denies the allegations.

Answering Paragraph No. 159: Clif Bar admits that its “Classic” Clif Bar in the Chocolate Chip flavor states on its label that it is “Made With Organic Rolled Oats,” and is “Nutrition for Sustained Energy,” and otherwise denies the allegations.

Answering Paragraph No. 160: Clif Bar admits that the illustrations are representative of some of the Clif Bar packaging, but otherwise denies the allegations.

C. Clif Deceptively Omits, Intentionally Distracts From, and Otherwise Downplays the Bars’ High Added Sugar Content

Answering Paragraph No. 161 and Heading V(C): Clif Bar denies the allegations.

Answering Paragraph No. 162: Clif Bar denies the allegations.

D. In Representing that Many of Its High-Sugar Bars Contain “NO HIGH-FRUCTOSE CORN SYRUP,” Clif Leverages Consumer Confusion to Obscure the Dangers of the Bars’ Added Sugars

Answering Paragraph No. 163 and Heading V(D): Clif Bar admits that it regularly uses the phrase “No High Fructose Corn Syrup” on the cartons of its Clif Kid bars, and otherwise denies the allegations.

Answering Paragraph No. 164: Clif Bar denies the allegations.

Answering Paragraph No. 165: Clif Bar denies the allegations.

Answering Paragraph No. 166: Clif Bar denies the allegations.

1 **Answering Paragraph No. 167:** Clif Bar admits that as to the identified “Classic” Clif Bars, the
2 first-listed ingredient is Organic Brown Rice Syrup, and denies the rest of the allegations.

3
4 **Answering Paragraph No. 168:** Clif Bar denies the allegations.

5 **VI. The Labeling of the High-Sugar Products Violates California, New York, and Federal**
6 **Law**

7 **A. Any Violation of Federal Food Labeling Statutes or Regulations is a Violation**
8 **of California and New York law**

9 **Answering Paragraph No. 169 and Headings VI and VI(A):** Clif Bar denies the allegations on
10 the ground that they call for a legal conclusion.

11
12 **Answering Paragraph No. 170:** Clif Bar denies the allegations.

13
14 **Answering Paragraph No. 171:** Clif Bar denies the allegations on the ground that they call for a
15 legal conclusion.

16
17 **Answering Paragraph No. 172:** Clif Bar denies the allegations on the ground that they call for a
18 legal conclusion.

19
20 **Answering Paragraph No. 173:** Clif Bar denies the allegations on the ground that they call for a
21 legal conclusion.

22
23 **Answering Paragraph No. 174:** Clif Bar denies the allegations on the ground that they call for a
24 legal conclusion.

25 **B. The High-Sugar Products’ False and Misleading Labeling Claims Render**
26 **Them Misbranded**

27 **Answering Paragraph No. 175 and Heading VI(B):** Clif Bar denies the allegations.
28

1 **Answering Paragraph No. 176:** Clif Bar denies the allegations.

2

3 **Answering Paragraph No. 177:** Clif Bar denies the allegations.

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5 **Answering Paragraph No. 178:** Clif Bar denies the allegations.

6 **VII. Plaintiffs' Purchase, Reliance, and Injury**

7 **Answering Paragraph No. 179 and Heading VII:** Clif Bar lacks knowledge or information
8 sufficient to form a belief about the truth of the allegations concerning what Plaintiffs understand,
9 and denies them on that basis, and otherwise denies the allegations.

10

11 **Answering Paragraph No. 180:** Clif Bar lacks knowledge or information sufficient to form a
12 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

13

14 **Answering Paragraph No. 181:** Clif Bar lacks knowledge or information sufficient to form a
15 belief about the truth of the allegations concerning Mr. Milan's recollection, and denies them on
16 that basis, and otherwise denies the allegations.

17

18 **Answering Paragraph No. 182:** Clif Bar lacks knowledge or information sufficient to form a
19 belief about the truth of the allegations concerning Mr. Milan's belief, and otherwise denies the
20 allegations.

21

22 **Answering Paragraph No. 183:** Clif Bar lacks knowledge or information sufficient to form a
23 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

24

25 **Answering Paragraph No. 184:** Clif Bar lacks knowledge or information sufficient to form a
26 belief about the truth of the allegations concerning Ms. Aquino's recollections, and denies them on
27 that basis, and otherwise denies the allegations.

28

1 **Answering Paragraph No. 185:** Clif Bar lacks knowledge or information sufficient to form a
2 belief about the truth of the allegations concerning Ms. Aquino’s beliefs, and denies them on that
3 basis, and otherwise denies the allegations.

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5 **Answering Paragraph No. 186:** Clif Bar lacks knowledge or information sufficient to form a
6 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

7
8 **Answering Paragraph No. 187:** Clif Bar lacks knowledge or information sufficient to form a
9 belief about the truth of the allegations concerning Ms. Arnold’s recollections, and denies them on
10 that basis, and otherwise denies the allegations.

11
12 **Answering Paragraph No. 188:** Clif Bar lacks knowledge or information sufficient to form a
13 belief about the truth of the allegations concerning Ms. Arnold’s beliefs, and denies them on that
14 basis, and otherwise denies the allegations.

15
16 **Answering Paragraph No. 189:** Clif Bar lacks knowledge or information sufficient to form a
17 belief about the truth of the allegations contained in this paragraph and on that basis denies them.

18
19 **Answering Paragraph No. 190:** Clif Bar denies the allegations.

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21 **Answering Paragraph No. 191:** Clif Bar lacks knowledge or information sufficient to form a
22 belief about the truth of the allegations and on that basis denies them.

23
24 **Answering Paragraph No. 192:** Clif Bar lacks knowledge or information sufficient to form a
25 belief about the truth of the allegations and on that basis denies them.

26
27 **Answering Paragraph No. 193:** Clif Bar denies the allegations.

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1 **Answering Paragraph No. 194:** Clif Bar denies the allegations.

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3 **Answering Paragraph No. 195:** Clif Bar denies the allegations.

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5 **Answering Paragraph No. 196:** Clif Bar denies the allegations.

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7 **Answering Paragraph No. 197:** Clif Bar denies the allegations.

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9 **Answering Paragraph No. 198:** Clif Bar denies the allegations.

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11 **Answering Paragraph No. 199:** Clif Bar denies the allegations.

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13 **Answering Paragraph No. 200:** Clif Bar denies the allegations.

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15 **Answering Paragraph No. 201:** Clif Bar denies the allegations.

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17 **Answering Paragraph No. 202:** Clif Bar denies the allegations.

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19 **Answering Paragraph No. 203:** Clif Bar lacks knowledge or information sufficient to form a
20 belief about the truth of the allegations and on that basis denies them.

21

22 **Answering Paragraph No. 204:** Clif Bar denies the allegations.

23

24 **Answering Paragraph No. 205:** Clif Bar denies the allegations.

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26 **Answering Paragraph No. 206:** Clif Bar denies the allegations.

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28 **Answering Paragraph No. 207:** Clif Bar denies the allegations.

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CLASS ACTION ALLEGATIONS

Answering Paragraph No. 208: Clif Bar denies the allegations.

Answering Paragraph No. 209: Clif Bar denies the allegations.

Answering Paragraph No. 210: Clif Bar denies the allegations.

Answering Paragraph No. 211: Clif Bar denies the allegations.

Answering Paragraph No. 212: Clif Bar denies the allegations.

Answering Paragraph No. 213: Clif Bar denies the allegations.

Answering Paragraph No. 214: Clif Bar denies the allegations.

Answering Paragraph No. 215: Clif Bar denies the allegations.

Answering Paragraph No. 216: Clif Bar denies the allegations.

Answering Paragraph No. 217: Clif Bar denies the allegations.

CAUSES OF ACTION

FIRST CAUSE OF ACTION

**Violations of the Unfair Competition Law,
Cal. Bus. & Prof. Code § 17200 *et seq.*
(By the Nationwide Class)**

Answering Paragraph No. 218: Clif Bar incorporates by reference its responses to paragraphs 1-217 above.

1 **Answering Paragraph No. 219:** Clif Bar denies the allegations on the ground that they call for a
2 legal conclusion.

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4 **Answering Paragraph No. 220:** Clif Bar denies the allegations on the ground that they call for a
5 legal conclusion.

6 **Fraudulent**

7 **Answering Paragraph No. 221:** Clif Bar denies the allegations on the ground that they call for a
8 legal conclusion.

9
10 **Answering Paragraph No. 222:** Clif Bar denies the allegations.

11 **Unlawful**

12 **Answering Paragraph No. 223:** Clif Bar denies the allegations.

13 **Unfair**

14 **Answering Paragraph No. 224:** Clif Bar denies the allegations.

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16 **Answering Paragraph No. 225:** Clif Bar denies the allegations.

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18 **Answering Paragraph No. 226:** Clif Bar denies the allegations.

19
20 **Answering Paragraph No. 227:** Clif Bar denies the allegations.

21
22 **Answering Paragraph No. 228:** Clif Bar denies the allegations.

23
24 **Answering Paragraph No. 229:** Clif Bar denies the allegations.

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26 **Answering Paragraph No. 230:** Clif Bar denies the allegations.

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28 **Answering Paragraph No. 231:** Clif Bar admits that Plaintiffs seek an injunction by this action,

1 and otherwise denies the allegations.

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3 **Answering Paragraph No. 232:** Clif Bar admits that Plaintiffs seek disgorgement and restitution
4 by this action, and otherwise denies the allegations.

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SECOND CAUSE OF ACTION

6

Violations of the False Advertising Law,

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Cal. Bus. & Prof. Code §§ 17500 *et seq.*

8

(By the Nationwide Class)

9 **Answering Paragraph No. 233:** Clif Bar incorporates by reference its responses to paragraphs 1-
10 232 above.

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12 **Answering Paragraph No. 234:** Clif Bar denies the allegations on the ground that they call for a
13 legal conclusion.

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15 **Answering Paragraph No. 235:** Clif Bar denies the allegations on the ground that they call for a
16 legal conclusion.

17

18 **Answering Paragraph No. 236:** Clif Bar denies the allegations.

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20 **Answering Paragraph No. 237:** Clif Bar denies the allegations.

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22 **Answering Paragraph No. 238:** Clif Bar denies the allegations.

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24 **Answering Paragraph No. 239:** Clif Bar denies the allegations.

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26 **Answering Paragraph No. 240:** Clif Bar denies the allegations.

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1 **THIRD CAUSE OF ACTION**

2 **Violations of the Consumer Legal Remedies Act,**

3 **Cal. Civ. Code §§ 1750 *et seq.***

4 **(By Nationwide Class)**

5 **Answering Paragraph No. 241:** Clif Bar incorporates by reference its responses to paragraphs 1-
6 240 above.

7
8 **Answering Paragraph No. 242:** Clif Bar denies the allegations on the ground that they call for a
9 legal conclusion.

10
11 **Answering Paragraph No. 243:** Clif Bar denies the allegations on the ground that they call for a
12 legal conclusion.

13
14 **Answering Paragraph No. 244:** Clif Bar denies the allegations.

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16 **Answering Paragraph No. 245:** Clif Bar denies the allegations.

17
18 **Answering Paragraph No. 246:** Clif Bar admits that a purported CLRA notice letter was sent by
19 Plaintiffs to Clif Bar. Except as so admitted, Clif Bar denies the allegations.

20
21 **Answering Paragraph No. 247:** Clif Bar admits the allegation.

22 **FOURTH CAUSE OF ACTION**

23 **Breaches of Express Warranties**

24 **Cal. Com. Code § 2313(1)**

25 **(By the Nationwide Class)**

26 **Answering Paragraph No. 248:** Clif Bar incorporates by reference its responses to paragraphs 1-
27 247 above.

1 **Answering Paragraph No. 249:** Clif Bar denies the allegations on the ground that they call for a
2 legal conclusion.

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4 **Answering Paragraph No. 250:** Clif Bar denies the allegation.

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6 **Answering Paragraph No. 251:** Clif Bar denies the allegation.

7
8 **Answering Paragraph No. 252:** Clif Bar admits that the Plaintiffs seek their actual damages
9 arising from the alleged breaches of warranty. Except as so admitted, Clif Bar denies the
10 allegation.

11 **FIFTH CAUSE OF ACTION**

12 **Breach of Implied Warranty of Merchantability,**

13 **Cal. Com. Code § 2314**

14 **(By the Nationwide Class)**

15 **Answering Paragraph No. 253:** Clif Bar incorporates by reference its responses to paragraphs 1-
16 252 above.

17
18 **Answering Paragraph No. 254:** Clif Bar denies the allegations.

19
20 **Answering Paragraph No. 255:** Clif Bar denies the allegations on the ground that they call for a
21 legal conclusion.

22
23 **Answering Paragraph No. 256:** Clif Bar denies the allegations.

24
25 **Answering Paragraph No. 257:** Clif Bar denies the allegations.

26
27 **Answering Paragraph No. 258:** Clif Bar denies the allegations.

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1 267 above.

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3 **Answering Paragraph No. 269:** Clif Bar denies the allegations on the ground that they call for a
4 legal conclusion.

5

6 **Answering Paragraph No. 270:** Clif Bar denies the allegations.

7

8 **Answering Paragraph No. 271:** Clif Bar admits that Plaintiffs seek an injunction by this action,
9 and otherwise denies the allegations.

10

EIGHTH CAUSE OF ACTION

11

Breach of Express Warranty

12

NY CLS UCC § 2-313

13

(By the New York Class)

14 **Answering Paragraph No. 272:** Clif Bar incorporates by reference its responses to paragraphs 1-
15 271 above.

16

17 **Answering Paragraph No. 273:** Clif Bar denies the allegations.

18

19 **Answering Paragraph No. 274:** Clif Bar denies the allegations.

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21 **Answering Paragraph No. 275:** Clif Bar denies the allegations.

22

23 **Answering Paragraph No. 276:** Clif Bar admits that the Plaintiffs seek their actual damages
24 arising from the alleged breach of warranty. Except as so admitted, Clif Bar denies the allegation.

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1 **NINTH CAUSE OF ACTION**

2 **Breach of Implied Warranty of Merchantability**

3 **NY CLS UCC § 2-314**

4 **(By the New York Class)**

5 **Answering Paragraph No. 277:** Clif Bar incorporates by reference its responses to paragraphs 1-
6 276 above.

7
8 **Answering Paragraph No. 278:** Clif Bar denies the allegations.

9
10 **Answering Paragraph No. 279:** Clif Bar denies the allegations on the ground that they call for a
11 legal conclusion.

12
13 **Answering Paragraph No. 280:** Clif Bar denies the allegations.

14
15 **Answering Paragraph No. 281:** Clif Bar denies the allegations.

16
17 **Answering Paragraph No. 282:** Clif Bar denies the allegations.

18
19 **Answering Paragraph No. 283:** Clif Bar denies the allegations.

20 **AFFIRMATIVE DEFENSES**

21 BY WAY OF DEFENSES, and without conceding that it has the burden of proof as to any
22 of these matters, Clif Bar alleges as follows:

23
24 **FIRST AFFIRMATIVE DEFENSE**

25 (Failure to State Facts Sufficient to Constitute a Claim For Relief)

26 1. The Complaint, and each of the purported claims for relief asserted therein
27 against Clif Bar, fail to state facts sufficient to constitute a legally cognizable claim for relief.

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SECOND AFFIRMATIVE DEFENSE

(No Reasonable Consumer Deceived)

2. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, fail, in whole or in part, because the products as delivered met the needs and expectations of consumers, and no reasonable consumer would interpret the alleged labels and cartons in the manner Plaintiffs allege or would rely on them to their detriment.

THIRD AFFIRMATIVE DEFENSE

(Statute of Limitations)

3. Plaintiffs’ purported claims are barred, in whole or in part, to the extent Plaintiffs seek relief for any purported claims, on their own behalf or on behalf of others, that were not brought before the expiration of the applicable statute of limitations, including but not limited to California Business and Professions Code section 17208; California Code of Civil Procedure sections 338(a) and 338(d); California Civil Code section 1783; California Commercial Code section 2725 (and other states’ equivalents); N.Y. UCC § 2-725 and/or any other applicable statute(s) of limitations from other states not specifically identified in the Complaint.

FOURTH AFFIRMATIVE DEFENSE

(Lack of Standing)

4. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, fail, in whole or in part, because Plaintiffs and the putative class and subclass members they purport to represent lack standing to pursue their asserted claims. Among other things, Plaintiffs and the putative class and subclass members should be barred from pursuing claims based upon representations that they did not rely upon and therefore were not injured by the alleged misrepresentations.

FIFTH AFFIRMATIVE DEFENSE

(Compliance with Statutes, Regulations and/or Industry Standards)

5. To the extent that Clif Bar engaged in any of the activities alleged in the Complaint, those activities were in compliance with, and pursuant to, statutes, government regulations and/or industry standards in existence at the time of the activities.

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SIXTH AFFIRMATIVE DEFENSE

(Justification and Privilege)

6. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, are barred, in whole or in part, because Clif Bar’s actions, if any, respecting the subject matters alleged therein, were undertaken in good faith, with the absence of malicious intent, and constitute lawful, proper and justified means.

SEVENTH AFFIRMATIVE DEFENSE

(Lack of Proximate Cause)

7. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, fail, in whole or in part, because Clif Bar’s conduct was not the proximate cause of the harm alleged therein.

EIGHTH AFFIRMATIVE DEFENSE

(Good Faith Belief)

8. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, are barred, in whole or in part, because, at all times and places mentioned, Clif Bar acted without malice and with a good faith belief in the propriety of its conduct.

NINTH AFFIRMATIVE DEFENSE

(Unclean Hands)

9. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, are barred, in whole or in part, by the doctrine of unclean hands. Clif Bar asserts this affirmative defense on information and belief and because, due to the sheer size and scope of the putative class and the lack of specificity in the Complaint, it is possible that one or more members of the putative class, including Plaintiffs, have engaged in misconduct that would make it inequitable for them to obtain any relief from Clif Bar.

TENTH AFFIRMATIVE DEFENSE

(Estoppel)

10. The Complaint, and each of the purported claims for relief asserted therein, against Clif Bar is barred, in whole or in part, by the doctrine of estoppel.

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ELEVENTH AFFIRMATIVE DEFENSE

(Waiver)

11. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, are barred, in whole or in part, by the doctrine of waiver. Clif Bar asserts this affirmative defense on information and belief and because, due to the sheer size and scope of the putative class and the lack of specificity in the Complaint, it is possible that one or more members of the putative class, including Plaintiffs, have waived their right to obtain relief against Clif Bar.

TWELFTH AFFIRMATIVE DEFENSE

(Laches)

12. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, are barred, in whole or in part, by the doctrine of laches. Clif Bar asserts this affirmative defense on information and belief and because, due to the sheer size and scope of the putative class and the lack of specificity in the Complaint, it is possible that one or more members of the putative class, including Plaintiffs, have, by virtue of their delay, waived any right to obtain relief against Clif Bar.

THIRTEENTH AFFIRMATIVE DEFENSE

(Failure to Mitigate Damages)

13. If Plaintiffs and the putative class members have suffered any damages by reason of any acts, omissions, or courses of conduct on the part of Clif Bar, all or part of the damages were caused by or attributable to the failure of Plaintiffs and the class to act reasonably or prudently to mitigate their damages. Clif Bar asserts this affirmative defense on information and belief and because, due to the sheer size and scope of the putative class and the lack of specificity in the Complaint, it is possible that one or more members of the putative class, including Plaintiffs, have, by virtue of their delay, failed to mitigate any alleged damages.

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FOURTEENTH AFFIRMATIVE DEFENSE

(Unjust Enrichment)

14. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, are barred, in whole or in part, on the ground that any award or relief against Clif Bar would result in unjust enrichment to the Plaintiffs and the class.

FIFTEENTH AFFIRMATIVE DEFENSE

(Offset)

15. If any award or relief is entered against Clif Bar, the recovery must be offset by the value of the products furnished by Clif Bar.

SIXTEENTH AFFIRMATIVE DEFENSE

(Class Action Requirements Not Met)

16. Plaintiffs cannot properly bring this case as a class action under Federal Rule of Civil Procedure 23 because Plaintiffs cannot satisfy its requirements. Individual questions of fact and law predominate over common questions, Plaintiffs are not adequate class representatives, their claims are not typical of those belonging to the alleged class members, and other class requirements cannot be satisfied, among other reasons

SEVENTEENTH AFFIRMATIVE DEFENSE

(Failure to Comply with CLRA)

17. Plaintiffs Milan and Aquino failed to comply with the Consumer Legal Remedy Act, including but not limited to, the provisions set forth in Section 1780 and 1782 thereof.

EIGHTEENTH AFFIRMATIVE DEFENSE

(Primary Jurisdiction Bar)

18. Plaintiffs' claims should be dismissed on the grounds of primary jurisdiction in light of U.S. Food and Drug Administration and U.S. Department of Agriculture regulations, rulemaking, guidance documents, and applicable federal statutes.

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NINETEENTH AFFIRMATIVE DEFENSE

(Failure to Take Advantage of Preventative or Corrective Opportunities)

19. Plaintiffs unreasonably failed to take advantage of preventive or corrective opportunities provided by Clif Bar to avoid the alleged harm.

TWENTIETH AFFIRMATIVE DEFENSE

(Lack of Knowledge)

20. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, fail, in whole or part, because even assuming the truth of Plaintiffs' claims, Clif Bar did not know, nor should it have known, of the alleged facts and conduct asserted therein.

TWENTY-FIRST AFFIRMATIVE DEFENSE

(Lack of Particularity)

21. Plaintiffs have failed to allege their purported claims for relief with sufficient particularity to enable Clif Bar to raise all appropriate defenses, and, therefore, Clif Bar reserves the right to assert additional defenses as the factual basis for each becomes known. Further, the Complaint, and each of the purported claim for relief therein, against Clif Bar is barred, in whole or part, on the grounds that the Complaint fails to describe the alleged fraud with requisite particularity.

TWENTY-SECOND AFFIRMATIVE DEFENSE

(Entitlement to Attorneys' Fees)

22. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, are frivolous, vexatious and unreasonable, thereby entitling Clif Bar to an award of its reasonable attorneys' fees.

TWENTY-THIRD AFFIRMATIVE DEFENSE

(No Reliance)

23. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, fail, in whole or in part, because Plaintiffs do not allege any misrepresentations upon which they relied or otherwise cannot prove reliance.

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TWENTY-FOURTH AFFIRMATIVE DEFENSE

(No Materiality)

24. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, fail, in whole or in part, because the alleged misrepresentations were not material to Plaintiffs and/or putative class members.

TWENTY-FIFTH AFFIRMATIVE DEFENSE

(No Damage Caused By Defendant)

25. The Complaint, and each of the purported claims for relief asserted therein against Clif Bar, fail, in whole or in part, because Plaintiffs and/or the putative class members have not suffered any damages as a legal result of any alleged conduct or omissions by Clif Bar.

TWENTY-SIXTH AFFIRMATIVE DEFENSE

(No Nationwide Class)

26. A nationwide class may not be properly certified as to any of Plaintiffs' purported claims because California law cannot be applied to the entire proposed class, and variances in state law would necessarily overwhelm common issues and preclude a finding of the requisite predominance for a single nationwide class.

TWENTY-SEVENTH AFFIRMATIVE DEFENSE

(Safe Harbor)

27. Plaintiffs' claims are barred, in whole or in part, because the alleged conduct is protected by statutory safe harbor provisions.

TWENTY-EIGHTH AFFIRMATIVE DEFENSE

(Preemption)

28. Plaintiffs' claims are barred, in whole or in part, by the doctrine of federal preemption.

1 **TWENTY-NINTH AFFIRMATIVE DEFENSE**

2 (First Amendment Rights)

3 29. The First Amendment protects Clif Bar’s right to make truthful statements on the
4 labeling and cartons for the Products. Therefore, Plaintiffs’ claims are barred, in whole or in part,
5 by the First Amendment.

6 **THIRTIETH AFFIRMATIVE DEFENSE**

7 (Additional Defenses Against Unnamed Class Members and Reservation)

8 30. Clif Bar may have additional defenses against the unnamed members of the class
9 that Plaintiffs purport to represent. Clif Bar reserves the right to assert additional defenses against
10 the unnamed members of the class or subclass that Plaintiffs purport to represent if a class or a
11 subclass is certified against Clif Bar and as the factual basis for each additional defense becomes
12 known. Clif Bar specifically reserves the right to amend this Answer by way of adding additional
13 defenses.

14 **JURY DEMAND**

15 Clif Bar hereby makes its demand for a jury trial.

16 **PRAYER FOR RELIEF**

17 WHEREFORE, having answered Plaintiffs’ Complaint and having asserted affirmative
18 defenses, Clif Bar prays for judgment as follows:

- 19 1. For dismissal of all claims and causes of action against Clif Bar alleged in
20 Plaintiffs’ Complaint with prejudice;
- 21 2. For denial of certification of this matter as a class action;
- 22 3. For all costs and disbursements incurred in this litigation to the extent they are
23 available;
- 24 4. For legal fees incurred in this litigation to the extent they are available; and
- 25 5. For such other and further relief as the Court deems just and proper.
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