

Complaint

123 F.T.C.

IN THE MATTER OF

DEAN DISTRIBUTORS, INC.

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
SECS. 5 AND 12 OF THE FEDERAL TRADE COMMISSION ACT

Docket C-3755. Complaint, June 16, 1997--Decision, June 16, 1997

This consent order requires, among other things, the California-based company to substantiate any weight-loss and weight-loss maintenance claims, sets out the standards for the type of evidence required to support various weight-loss maintenance claims, requires a specified statement for advertisements with maintenance claims, and a disclosure statement regarding the need for physician monitoring to minimize potential health risks.

Appearances

For the Commission: *Walter Gross and James Dolan.*

For the respondent: *Ted J. Hannig, Miller, Starr & Regalia,*
Redwood City, CA.

COMPLAINT

The Federal Trade Commission, having reason to believe that Dean Distributors, Inc., a corporation, through Advanced Health Care Systems, an operating division of Dean Distributors, Inc., has violated the provisions of the Federal Trade Commission Act, and it appearing to the Commission that a proceeding by it in respect thereof would be in the public interest, alleges:

PARAGRAPH 1. Respondent Dean Distributors, Inc. (hereinafter "respondent"), is incorporated in California, with its offices and principal place of business located at 1350 Bayshore Hwy., Suite 400, Burlingame, California. Advanced Health Care Systems, an operating division of Dean Distributors, Inc., has its offices and principal place of business located at 2801 Salinas Hwy., Building F, Monterey, California. Advanced Health Care Systems also does business as Cambridge Direct Sales and as MediBase.

PAR. 2. Respondent advertises, offers for sale and sells, and otherwise promotes throughout the United States, weight loss and weight-loss maintenance services and products, including the "Food for Life Weight Management System" and "MediBase," and makes them available to the public through a multilevel distribution system and through direct sales to physicians and medical clinics.

PAR. 3. The Food for Life Weight Management System diet programs include the "Cambridge Diet Plan," the "Food for Life" programs, the "Maintain for Life" program, and related nutritional products. Certain Food for Life Weight Management System diet programs provide 420 calories per day, obtained by drinking three formula drinks per day, and are referred to as very-low-calorie diet ("VLCD") programs. VLCDs are rapid weight loss, modified fasting diets of 800 calories or less per day requiring medical supervision. Other Food for Life Weight Management System diet programs allow an additional 400 calories per day in conventional food products. These programs, consisting of 820 calories per day, are referred to as low-calorie diets ("LCDs"). In addition, the Food for Life Weight Management System diet programs consist of behavior modification, motivational counseling, exercise, and weight-loss maintenance. The Food for Life Weight Management System diet programs consist of products which are "food" within the meaning of Sections 12 and 15 of the Federal Trade Commission Act, 15 U.S.C. 52, 55.

PAR. 4. The MediBase diet program is a medically-supervised three step program. The first step is a VLCD program providing 420 calories per day, obtained by drinking three formula drinks per day. The second step is an LCD program combining 420 calories per day, obtained by drinking three formula drinks per day, and an additional 400 calories per day, in conventional food products. The third step is a weight-loss maintenance program. In addition, the MediBase diet program consists of behavior modification, motivational counseling, and exercise. The MediBase diet program consists of products which are "food" within the meaning of Sections 12 and 15 of the Federal Trade Commission Act, 15 U.S.C. 52, 55.

PAR. 5. The acts and practices of respondent alleged in this complaint have been in or affecting commerce, as "commerce" is defined in Section 4 of the Federal Trade Commission Act, 15 U.S.C. 44.

PAR. 6. Respondent has disseminated or has caused to be disseminated advertisements for weight reduction and weight control products and programs. Respondent has created and provided camera-ready advertising copy to its participating distributors, referred to as "counselors," for placement in various periodicals that are in general circulation to the public, to promote the Food for Life Weight Management System diet programs to prospective customers. Respondent has further advertised its weight loss programs and

products through the use of promotional materials, including pamphlets and brochures, given to customers and prospective customers by individual distributors referred to as "counselors."

PAR. 7. Respondent's advertisements include but are not necessarily limited to the advertisements and promotional materials entitled "Program Guide" ©1992 (attached hereto as Exhibit A); "Program Guide" ©November 1992 (attached hereto as Exhibit B); "Physician Monitoring Guidelines" (attached hereto as Exhibit C); "A taste for success!" (attached hereto as Exhibit D); "Treat Your Body With Ultimate Respect" (attached hereto as Exhibit E); two issues of "Breakthrough" (attached hereto as Exhibits F and G); and "If You Have Weight-Related Health Problems and Must Lose Weight . . ." (attached hereto as Exhibit H).

SAFETY CLAIMS

PAR. 8. Respondent's advertisements referred to in paragraphs six and seven, including but not necessarily limited to attached Exhibits A-H, include the following statements:

- (a) "The Food for Life Weight Loss Programs deliver their promise. You can lose weight safely. ... as much as 7 pounds in just one week." (Exhibit A, page 2)
- (b) "Nothing is as Simple ... Safe ... Effective ..." (Exhibit B, page 3)
- (c) "Fast, effective, safe weight reduction!" (Exhibit E)
- (d) "If You Have Weight-Related Health Problems And Must Lose Weight...
...There Is A Medically Directed Program For You ... Nutritionally complete, excellent tasting MediBase® meal replacement ... Proven safe and effective in University testing" (Exhibit H) (emphasis in original)

PAR. 9. Through the use of the statements contained in the advertisements referred to in paragraph eight, including but not necessarily limited to the statements in the advertisements attached as Exhibits A, B, E, and H, respondent has represented, directly or by implication, that the Food for Life Weight Management System and MediBase VLCD diet programs are unqualifiedly free of serious health risks.

PAR. 10. Respondent has failed to disclose adequately that physician supervision is required to minimize the potential risk of the development of health complications to consumers on very-low-calorie diet programs. In view of the representation that the Food for Life Weight Management System and MediBase VLCD diet programs are free of serious health risks, the disclosure as to the requirement for medical supervision is necessary. The failure to

adequately disclose this fact, in light of the representation as set forth in paragraph nine, was, and is, false and misleading.

PAR. 11. Respondent has provided purchasers and prospective purchasers who elect to follow a very-low calorie diet protocol with a pamphlet, entitled "Physician Monitoring Guidelines" (Exhibit C), which contains the following statement:

"Occasional side effects have been reported in association with the use of a VLCD. In general, these symptoms are mild and transient.

Fatigue

Cold intolerance

Headache

Orthostatic hypotension

and, with less frequency, halitosis, dry mouth, constipation, diarrhea, epigastric discomfort, flatulence, muscle cramps, amenorrhea, temporary hair loss, and decreased libido.

Most symptoms subside after the initial phase of dieting, or upon resumption of a normal eating pattern. Many of the side effects can be avoided by maintaining adequate fluid intake (i.e. two liters of water or non-caloric, low-sodium, decaffeinated liquid)."

Purchasers were instructed to give the pamphlet to the physician that they asked to monitor their progress through the very-low- calorie diet protocol that they chose to follow.

PAR. 12. Through the use of the statements contained in the advertisement referred to in paragraph eleven, including but not necessarily limited to the statements in the advertisement attached as Exhibit C, respondent has represented, directly or by implication, that the Food for Life Weight Management System diet programs have a risk of only mild side effects.

PAR. 13. In truth and in fact, VLCD diet programs such as the Food for Life Weight Management System diet programs do not have only mild side effects, and entail the risk of developing serious adverse side effects. Therefore, the representation set forth in paragraph twelve was, and is, false and misleading.

SUCCESS CLAIMS

PAR. 14. Respondent's advertisements referred to in paragraphs six and seven, including but not necessarily limited to attached Exhibits A-H, include the following statements:

(a) "No matter what your goal... just a few pounds or more weight than you care to think about... you'll find a Food For Life weight loss program that exactly suits your needs." (Exhibit A, page 2)

(b) "Most people fail... because they can't maintain their weight loss for long periods of time. ... [y]ou [as a Food For Life dieter] will be in 'Control for Life.'" (Exhibit A, page 2)

(c) "The Cambridge Food For Life Nutrition and Weight Management System is remarkably effective in providing long-term weight management." (Exhibit B, page 11)

(d) "Andrea Ileo has good reason to show off... she is a product of the product! Ten years ago Andrea went from 170+ lbs. ['before' photo] to ... WOW! ['after' photo]" (Exhibit F, page 7)

(e) "... Marie Carner, an inspiration to many, who lost 40 pounds and has kept it off for 2 years. Recently Marie sole sourced, losing an additional 12 pounds. She's fit, feels tremendous, and looks fantastic!" (Exhibit G, page 1)

PAR. 15. Through the use of the statements contained in the advertisements or promotional materials referred to in paragraph fourteen, subparagraphs (a)-(c), including but not necessarily limited to the statements in the advertisements attached as Exhibit A and B, respondent has represented, directly or by implication, that most Food for Life Weight Management System customers reach and maintain their weight loss goals either long-term or permanently.

PAR. 16. Through the use of the statements contained in the advertisements referred to in paragraph fourteen, subparagraphs (a)-(c), including but not necessarily limited to the advertisements attached as Exhibits A and B, respondent has represented, directly or by implication, that at the time respondent made the representation set forth in paragraph fifteen, respondent possessed and relied upon a reasonable basis that substantiated such representations.

PAR. 17. In truth and in fact, at the time respondent made the representation set forth in paragraph fifteen, respondent did not possess and rely upon a reasonable basis that substantiated such representation. Therefore, the representation set forth in paragraph sixteen was, and is, false and misleading.

PAR. 18. Through the use of the statements referred to in paragraph fourteen, subparagraphs (d) and (e), including but not necessarily limited to the advertisements attached as Exhibits F and G, respondent has represented, directly or by implication, that testimonials from consumers appearing in the advertisements and promotional materials for Food for Life Weight Management System reflect the typical or ordinary experience of members of the public who have used the program.

PAR. 19. Through the use of the statements referred to in paragraph fourteen, subparagraphs (d) and (e), including but not necessarily limited to the advertisements attached as Exhibits F and

G, respondent has represented, directly or by implication, that at the time they made the representation set forth in paragraph eighteen, respondent possessed and relied upon a reasonable basis that substantiated such representation.

PAR. 20. In truth and in fact, at the time respondent made the representation set forth in paragraph eighteen, respondent did not possess and rely upon a reasonable basis that substantiated such representation. Therefore, the representation set forth in paragraph nineteen was, and is, false and misleading.

PAR. 21. Respondent's advertisements referred to in paragraphs six and seven, including but not necessarily limited to attached Exhibits A-H, include the following statement:

"A study conducted by Opinion Research Corporation of 600 users who had lost 60 pounds or more showed that of the 400 who could be contacted after two years, more than 80% of the weight loss had been maintained." (Exhibit C, page 2)

PAR. 22. Through the use of the statement referred to in paragraph twenty-one, including but not necessarily limited to the advertisement attached as Exhibit C, respondent has represented, directly or by implication, that the study results referred to were based on a valid statistical sample of all Food for Life Weight Management System customers who had lost 60 pounds or more.

PAR. 23. In truth and in fact, the study results referred to in paragraph twenty-one were not based upon a valid statistical sample of all Food for Life Weight Management System customers who had lost 60 pounds or more. Therefore, the representation set forth in paragraph twenty-two was, and is, false and misleading.

RATE OF WEIGHT LOSS CLAIMS

PAR. 24. The advertisements referred to in paragraphs six and seven, including but not necessarily limited to attached Exhibits A-H, include the following statements:

(a) "You can lose 2 to 5 pounds per week on the Regular Program." (Exhibit A, page 3; Exhibit B, page 10)

(b) "You can lose weight safely, quickly, and easily. ... as much as 7 pounds in just one week." (Exhibit A, page 2)

PAR. 25. Through the use of the statement contained in the advertisements referred to in paragraph twenty-four, subparagraph (a), including but not necessarily limited to the advertisements

attached as Exhibits A and B, respondent has represented, directly or by implication, that consumers following the Food for Life Weight Management System LCD weight loss program lose weight at a rate of two to five pounds per week.

PAR. 26. Through the use of the statement contained in the advertisement referred to in paragraph twenty-four, subparagraph (b), including but not necessarily limited to the advertisement attached as Exhibit A, respondent has represented, directly or by implication, that an appreciable number of consumers following the Food for Life Weight Management System LCD weight loss program lose weight at a rate of seven pounds per week.

PAR. 27. Through the use of the statements referred to in paragraph twenty-four, including but not necessarily limited to the advertisement attached as Exhibit A, respondent has represented, directly or by implication, that at the time respondent made the representations set forth in paragraphs twenty-five and twenty-six, respondent possessed and relied upon a reasonable basis that substantiated such representations.

PAR. 28. In truth and in fact, at the time respondent made the representations set forth in paragraphs twenty-five and twenty-six, respondent did not possess and rely upon a reasonable basis that substantiated such representations. Therefore, the representation set forth in paragraph twenty-seven was, and is, false and misleading.

PAR. 29. In providing advertisements and promotional materials such as those referred to in paragraphs six and seven to its individual distributors, referred to as "counselors," and to physicians, respondent has furnished the means and instrumentalities to those individual distributors to engage in the acts and practices alleged in paragraphs eight through twenty-eight.

PAR. 30. The acts and practices of respondent alleged in this complaint constitute deceptive acts or practices in or affecting commerce and "false advertisements" in violation of Sections 5(a) and 12 of the FTC Act, 15 U.S.C. 45(a) and 52.

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Complaint

EXHIBIT A

EXHIBIT A

Cambridge

PROGRAM GUIDE

AN INTEGRAL PART OF
THE FOOD FOR LIFE WEIGHT MANAGEMENT SYSTEM

DISTRIBUTED BY CAMBRIDGE DIRECT SALES
A DIVISION OF DEAN DISTRIBUTORS, INC.
140 STREET, CA 94040-0040

10/00/00/00/00

EXHIBIT A

A PROGRAM FOR EVERY GOAL AND LIFESTYLE

THE REGULAR PROGRAM

This is our most flexible plan. It's perfect for low/moderate or high weight-loss goals, and for those who want to lose weight on the Regular Program. You can lose 2 to 5 pounds per week on the Regular Program. This program combines three delicious formula diets, soups, or breads with a variety of meats, fruits, and vegetables. Your food choices will consist of entrees or snacks selected from a specially prepared list called the Winning Food List.

HOW TO FOLLOW THE PROGRAM

From Start through Day 21—As explained above, you will be enjoying three diets, soups, or breads plus one entree or snack per day. If your entree contains less than 400 calories you may select additional foods from the list. They should not exceed 80 calories per day. One of the goals of the Regular Program is to familiarize you with a wide variety of foods for that entree. You should not duplicate any of the foods you select. At the end of the part of your program in addition, we suggest that you choose 20-40 different fruits, vegetables, or breads to make up your menu.

These Another popular use for the Regular Program is to add flexibility to the Regular Program. It can be used to add variety to your diet, or to help you overcome plateaus or to help you lose weight at a faster rate.

HOW TO FOLLOW THE PROGRAM

On the Fast-Start Program you will enjoy a combination of delicious food for Life diets, soups, or breads consumed three times a day. You will also enjoy a variety of meats, fruits, and vegetables at mealtimes. If you feel a need for a conventional food, you can select from the "free foods" checked found in Section Three of the Food for Life Manual. These foods are low-fat, low-cholesterol, low-sodium, and low-calorie. They are a satisfying way to combat hunger and help you feel as though you aren't dieting at all. Remember these three points:

- a. Never skip a formula meal.
- b. Be certain your "free foods" choices do not exceed 80 calories per day.
- c. Program for longer than two weeks without consulting your doctor.

*may be partly associated with the loss of excess fluids.

Now it's up to you and your Counselor, and in some cases your physician, to choose the program that best matches your goals and lifestyle.

THE FAST-START PROGRAM

With the Fast-Start Program you can lose up to 15 pounds in just two weeks. This is based on using just one of the three formula diets. The Fast-Start Program is used without medical monitoring up to a maximum period of two weeks. A physician's care is recommended for those who are under a physician's care who are beginning the program or other weight-loss program.

The Fast-Start Program can be used to meet a variety of needs. It is ideal for those who are difficult to design for people who have recently gained weight and want to lose 15 pounds or less. Some good examples are because they have recently stopped smoking or because of a period of lessened physical activity. The Fast-Start Program produces rapid weight loss which helps to motivate your weight loss through reduced caloric intake once their goal is reached.

Two: Fast-Start can be used as a way to "get off to a fast start" on our Regular Program. This is important to those who have been found to be extremely motivated and helpful in maintaining commitment.

The Set For Life Program

includes a weight program. It includes a variety of people who are just beginning to increase their activity level and a body conditioning and toning program designed specifically for those who are just beginning to lose weight. The body conditioning program features the unique Set For Life Body Conditioner and Set For Life Body Conditioner device. It is a body conditioning device that is designed to increase your resistance to give the firm and shapely body you desire.

AND YOU'LL HAVE A FRIEND

Losing weight shouldn't be a lonely experience. With the Food for Life Weight Management System it need never be. Because you've got a friend ready to help you. Our Counselor is ready to help you. Our Counselor is usually not trained health professionals; they simply share their own enthusiasm for the success of the Food for Life Weight Management System.

Their peer support service includes teaching you to mix a variety of recipes for diets and snacks, maintaining records of your progress, and providing information during your initial weight-loss phase, providing encouragement and support; helping you to set up personal goals and introducing you to all the Food for Life products. Most of all, you'll find your Food for Life Counselor always ready to help you. Because your support is so important to your success, your Food for Life Counselor and programs are not sold in stores. They are only available through authorized Counselors and distribution.

loss program that exactly suits your needs. The Food for Life Counselor has been trained to help you select the program that best matches your goal and lifestyle. As you need to do a combination of the three formula diets, choose your initial Food for Life Pack, and you're on your way to being the best you can be.

BEHAVIOR MODIFICATION... WITHOUT THE MYSTERY

Most people fail not because they can't lose weight, but because they can't maintain it. That's because most people don't know how to learn new eating behavior so you're doomed before you begin. That's another way our system is different.

An integral component of the Food for Life Weight Management System is the "Control For Life" Learning Program. It is a unique self-instruction program for changing undesirable eating behavior. It is designed to help you learn to eat better, and you soon find that you will have a new positive, imaginative outlook and you will be in "Control For Life."

YOU'LL BE "SET FOR LIFE" TOO!

You don't have to become an "exercise addict" to put activity into your life. Little things do add up and activity plays a valuable role in fitness and good health. The Food for Life "Activity" Program components of the Food for Life Weight Management System can make adding a little activity to your life both fun and rewarding.

weight loss and weight gain. When you find it hard to lose weight, it's time to change your activity level. You'll have to consume fewer calories than you burn. You'll have to join your new weight loss program. Increasing your level of activity will make your metabolism, help you lose weight faster and maintain your weight loss.

AN EXCITING NEW ANSWER... THE FOOD FOR LIFE WEIGHT MANAGEMENT SYSTEM

PERSONALIZED PROGRAM OPTIONS FOR EVERY NEED

The Food for Life Weight Management System is a one-dimensional, most weight-loss plans. It is a complete of flexible program options that can be easily adapted to meet any individual's needs. The Food for Life Counselor has been specially trained to help you choose the program option that are just right for you.

WEIGHT LOSS PROGRAMS THAT WORK

The Food for Life Weight Loss programs deliver their promise and really in fact, faster than you can lose weight. You can lose 7 pounds in just one week. No matter what your goal... just a few pounds or more weight from you care to lose about... you'll find a Food for Life weight

A WORD ABOUT DINING OUT

pan sprays, such as Pam, allow you to fry with little or no oil, and vegetable cornmeal coatings, such as the Swiss Air Cooker let you fry your vegetables, chicken, etc. with only a few drops of oil. Look for the wide variety of sauces and toppings that are carbohydrate-free, oil-based, rather than butter, milk, or cream-based. Another benefit of preparing foods with a substitute for that fried foods and heavy sauces is to overhaul your diet: foods that they became accustomed to, now you'll enjoy your food even more.

QUESTIONS & ANSWERS

Q: Can everyone lose weight? Can everyone have a Weight Management System? Everyone has the capacity and the tools to lose weight. The food for Life Weight Management System often weight users are not productively involved in the program. They are not used as a nutritional base with conventional food, others as a total meal replacement, or as a total meal replacement, or in an eat-and-match system with other food for Life products. All programs to control caloric intake or to control caloric weight or to control intake effect. No matter which products and plans you select, remember that successful weight control is a commitment to stick to and stay with the program you choose.

A WORD ABOUT COOKING

There are a wide variety of coating methods that are compatible with your goal of lifetime, lifetime control, baking, boiling, roasting, sautéing, barbecuing, microwaving and, yes, even frying. If you are staying within our Winning Foods Ltd. choices, our only two rules in preparing meats are avoid anything more than a small amount of cooking oil, and avoid sauces rich in fat.

Q: Can children use food for life products for nutritional value?

A: Children can use food for:
 • Life products as supplements to regular eating patterns with no labors consumed – a trend in decreased consumption of empty-calorie snacks and movement toward better eating and nutritional habits.
 • To ensure sufficient calories to energy and adequate protein for growth and development.
 • Any weight-reduction program for children should be under the advice and supervision of a physician.

Q: Can I have an unlimited amount of diet soft drinks?

A: Diet soft drinks are par-
tially sweetened but many soft drinks
contain sodium which, if con-
sumed in excess, may cause the
body to retain water and slow
the weight-loss process.

Some diet soft drinks also
contain caffeine which may have
a stimulant or diuretic effect on
the body.

Q: Is it all right to drink coffee while on the Food For Life Weight Management System for weight loss?

A: Caffeine is permitted, however, consumption of large quantities is not recommended. Caffeine acts as a stimulant to body systems and sometimes provides an irritant effect. It also may destroy certain B vitamins. Some herbal teas may offer a pleasant beverage alternative if you feel you must drink coffee. decaffeinated is available.

Q. Why is it important to consult a physician?

A: Anyone starting a weight-loss diet should consult a physician. A physician should advise you as to the appropriateness of a weight-loss program and help select the food for you. A dietitian is best suited for you if you are currently under a physician's care or taking medication. It is particularly important your doctor may want to adjust medication levels or closely monitor your progress to prevent unnecessary complications.

Q: Can people with high blood pressure use the Food For Life Weight Management System?

A: Many people with high blood pressure have experienced extremely positive results using the Food for Life Weight Management System for weight loss, with monitoring and supervision by their physician. It is very important that these people take their physician's advice when selecting the program best suited to their needs. Especially if they are taking

Q: Why is it sometimes so difficult during the first few days of dosing?

A: During the first few days of dieting, your body makes metabolic adjustments which occasionally can cause transient side effects such as headache, dizziness, frequent urination, or diarrhea. As you consume less bulk and fewer calories than your body requires for energy, it must adjust to using your stored fat as a source of energy. These

Q: What may cause temporary diarrhea for some people beginning the diet?

A: Diarrhea may initially be caused from the concentration of nutrients provided in Food for Life products as well as the mild diarrhea (loss of body fluids) which accompanies low-carb, low-carbohydrate diets. Most bodies regulate themselves within a few days. Be sure to consume plenty of fluids. However, if diarrhea persists, consult your physician.

Q: I'm a 40-year-old female with some constipation while dieting? some constipation while dieting?

A: Some changes in bowel

A habits may be expected as your body adjusts to different dietary patterns. Bowel movements may not necessarily be as often.

Q: I've heard that a small percentage of patients in

A: The Food For Life Weight Management System has been developed under the most rigid standards of quality to provide the very best products. These standards are upheld in the selection of vitamins, minerals, and other nutrients contained in all Food For Life products.

natural sources and those synthetic. It is most important to have the proper combination

Q: Is there any similarity between Food For Life products and liquid protein diets?

A: No. The liquid protein diets are composed of a primary protein source, such as a bottled cowhide with no presence of valuable nutrients, while the Food For Life products introduced to the American public with virtually no prior testing.

In contrast, Food For Life products are based on proven nutrients in proper quantities.

years of research and clinical testing. Food for Life products use high-quality protein in trial once with carbohydrates and

The only comparison between Food For Life products and the liquid protein diet is that they both contain protein. The products in both consumed as a liquid are low in calories – very little to compare.

A: Food for Life products should be stored in a manner that will preserve their

Food for Life formulas—
75 F (24 C) maximum
Diet and Nutrition Bars—
65° F (18 C) maximum

Note: The nutrients in the Diet and Nutrition Bars are very sensitive. Do Not allow the bars to be exposed to heat (for example, in a car) for more than 24 hours.

EXHIBIT A

WINNING FOODS LIST

FROZEN PREPACKAGED ENTREES			
PRODUCTS	SERVING SIZE	CALORIES	
ASIAN			
1 Beef and Shrimp in Shell	10 1/2 oz	280	
2 Beef Pepper Steak	10 oz	240	
3 Chicken Burgundy	11 1/2 oz	230	
4 Chicken Chow Mein	10 1/2 oz	220	
5 Chicken Chow Mein	10 1/2 oz	220	
6 Medallions of Chicken	10 1/2 oz	250	
7 Roast Beef of Chicken	11 oz	270	
8 Salisbury Steak	12 oz	290	
9 Sautéed Shrimp	11 1/2 oz	280	
10 Steak Diane	10 1/2 oz	280	
11 Stuffed Cabbage	12 oz	290	
12 Sweet and Sour Chicken	11 oz	250	
13 Szechuan Beef	10 1/2 oz	280	
14 Szechuan Beef and Shrimp	11 1/2 oz	290	
15 Teriyaki Chicken	11 1/2 oz	240	
BANQUET			
16 Barbecue Sauce and Sliced Beef	4 oz	90	
17 Breaded Veal Parmigiana	5 oz	230	
18 Meat Loaf	5 oz	240	
19 Salisbury Steak	5 oz	230	
FAMILY FINEST			
20 Beef and Potatoes	8 oz	240	
21 Beef and Potatoes	8 oz	240	
22 Beef and Potatoes	8 oz	240	
23 Ground and Sliced Turkey	5 1/2 oz	210	
24 Lasagna with Meat Sauce	8 oz	230	
25 Macaroni and Cheese	8 oz	230	
26 Macaroni and Cheese	8 oz	230	
27 Mushroom Grouper	8 oz	240	
28 Cheddar Beef Patties	5 1/2 oz	210	
29 Veal Parmigiana	8 oz	280	
GOULDER FINEST			
30 Chicken Cacciatore	10 oz	260	
31 Chicken Cacciatore	10 oz	260	
32 Green Pepper Steak	10 1/2 oz	310	
33 Pasta Shells and Sauce	10 1/2 oz	310	
34 Rigatoni with Meat and Pasta	10 1/2 oz	280	
35 Sliced Beef and Vegetables	10 1/2 oz	300	
GREEN GEM			
36 Chicken a la King	9 oz	370	
37 Chicken a la King	9 oz	370	
38 Chicken a la King	9 oz	370	
39 Chicken a la King	9 oz	370	
40 Chicken a la King	9 oz	370	
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94 Chicken a la King	9 oz	370	
95 Chicken a la King	9 oz	370	
96 Chicken a la King	9 oz	370	
97 Chicken a la King	9 oz	370	
98 Chicken a la King	9 oz	370	
99 Chicken a la King	9 oz	370	
100 Chicken a la King	9 oz	370	

FROZEN PREPACKAGED ENTREES			
PRODUCTS	SERVING SIZE	CALORIES	
HEALTHY CHOICE DINNER			
1 Chicken a la King	8 oz	280	
2 Chicken a la King	8 oz	280	
3 Chicken a la King	8 oz	280	
4 Chicken a la King	8 oz	280	
5 Chicken a la King	8 oz	280	
6 Chicken a la King	8 oz	280	
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EASY-TO-PREPARE MEAL RECIPES

200 TO 400 CALORIE ENTREES

80 Baked Veal Chop—250 cal

1 cup low-fat cottage cheese

1/2 cup any fresh fruit

80 Chicken Chow Mein Salad

1 head romaine lettuce

1/2 cup 1% fat yogurt

1/2 cup reduced-sodium soy sauce

2 large cabbage leaves

1 cup torn fresh spinach

1/2 cup sliced water chestnuts

1 cup sliced bamboo shoots

1 cup shredded carrot

1/2 cup sliced turkey

1/2 cup sliced lettuce

1/2 cup sliced tomato

1/2 cup sliced onion

1/2 cup sliced cucumber

1/2 cup sliced bell pepper

1/2 cup sliced zucchini

1/2 cup sliced eggplant

1/2 cup sliced mushroom

1/2 cup sliced olive

1/2 cup sliced carrot

1/2 cup sliced celery

1/2 cup sliced radish

1/2 cup sliced turnip

1/2 cup sliced rutabaga

1/2 cup sliced kohlrabi

1/2 cup sliced cauliflower

84 Turkey Breast on Bun—280 cal

1/2 cup sliced turkey

1/2 cup sliced lettuce

1/2 cup sliced tomato

1/2 cup sliced onion

1/2 cup sliced cucumber

1/2 cup sliced bell pepper

1/2 cup sliced zucchini

1/2 cup sliced eggplant

1/2 cup sliced mushroom

1/2 cup sliced olive

1/2 cup sliced carrot

1/2 cup sliced celery

1/2 cup sliced radish

1/2 cup sliced turnip

1/2 cup sliced rutabaga

1/2 cup sliced kohlrabi

1/2 cup sliced cauliflower

1/2 cup sliced broccoli

1/2 cup sliced asparagus

1/2 cup sliced green beans

1/2 cup sliced lima beans

1/2 cup sliced chickpeas

1/2 cup sliced lentils

1/2 cup sliced kidney beans

1/2 cup sliced pinto beans

1/2 cup sliced black beans

1/2 cup sliced navy beans

1/2 cup sliced great northern beans

1/2 cup sliced cannellini beans

1/2 cup sliced adzuki beans

1/2 cup sliced mung beans

1/2 cup sliced soybeans

85 Turkey Breast on Bun—280 cal

1/2 cup sliced turkey

1/2 cup sliced lettuce

1/2 cup sliced tomato

1/2 cup sliced onion

1/2 cup sliced cucumber

1/2 cup sliced bell pepper

1/2 cup sliced zucchini

1/2 cup sliced eggplant

1/2 cup sliced mushroom

1/2 cup sliced olive

1/2 cup sliced carrot

1/2 cup sliced celery

1/2 cup sliced radish

1/2 cup sliced turnip

1/2 cup sliced rutabaga

1/2 cup sliced kohlrabi

1/2 cup sliced cauliflower

1/2 cup sliced broccoli

1/2 cup sliced asparagus

1/2 cup sliced green beans

1/2 cup sliced lima beans

1/2 cup sliced chickpeas

1/2 cup sliced lentils

1/2 cup sliced kidney beans

1/2 cup sliced pinto beans

1/2 cup sliced black beans

1/2 cup sliced navy beans

1/2 cup sliced great northern beans

1/2 cup sliced cannellini beans

1/2 cup sliced adzuki beans

1/2 cup sliced mung beans

1/2 cup sliced soybeans

86 Turkey Breast on Bun—280 cal

1/2 cup sliced turkey

1/2 cup sliced lettuce

1/2 cup sliced tomato

1/2 cup sliced onion

1/2 cup sliced cucumber

1/2 cup sliced bell pepper

1/2 cup sliced zucchini

1/2 cup sliced eggplant

1/2 cup sliced mushroom

1/2 cup sliced olive

1/2 cup sliced carrot

1/2 cup sliced celery

1/2

EXHIBIT A

[illegible]

Complaint

EXHIBIT A

CALORIC CONTENT OF BASIC ENTREES OR STAPLES

SPICES, TOPPINGS, CONDIMENTS, SEASONINGS AND FREE FOODS	
227 Margarine, imitation, 1 lb.	Sweet substitutes
228 Monomelic, reduced-calorie, 1 lb.	Candy, hard, sugar-free
229 Vegetable oil (corn, safflower, soybean, olive) 1 lb.	Gum, sugar-free
(These items must be calculated within your daily caloric level and should be limited)	
TOPPINGS	
230 Mock sour cream (1 oz.)	Seasonings
231 Pack beef (8 oz.)	Celery seeds
232 Pack beef (1 lb.)	Garlic powder
233 Pork chops (1 lb.)	Gum powder
234 Solid dressings, low-calorie (1 tbsp.)	Herbs
	Flavoring extracts (vanilla, etc.)
	Onion powder
	Pepper
	Worcestershire sauce
	Hot pepper sauce
	Vinegar
BEVERAGE GROUP	
The following beverages are virtually calorie free	
235 Beer	Soft drink, sugar-free
236 Beer	Coffee and water (Perrier, etc.)
237 Diet or chicken broth (without fat)	Cola soda
238 Non-fat or skim milk (8 oz.) has 90 calories	Decaffeinated coffee
	Tea
	Diet mixes, sugar-free (Crystal Light, etc.)

CALORIC CONTENT OF BASIC ENTREES OR STAPLES

VEGETABLE GROUP	
Each of the following has approximately 25 calories per one cup or 1/2 cup (cooked)	
152 Artichoke (1/2 medium)	1/2 cup
153 Asparagus	1/2 cup
154 Beans (green with Italian)	1/2 cup
155 Bean sprouts	1/2 cup
156 Bean	1/2 cup
157 Broccoli	1/2 cup
158 Brussel sprouts	1/2 cup
159 Cabbage, cooked	1/2 cup
160 Cauliflower	1/2 cup
161 Eggplant	1/2 cup
162 Greens (collard, mustard, turnip)	1/2 cup
163 Kohlrabi	1/2 cup
164 Lettuce	1/2 cup
165 Melon, cooked	1/2 cup
166 Melon, cooked	1/2 cup
167 Onion	1/2 cup
168 Potato	1/2 cup
169 Potato, baked	1/2 cup
170 Potato, baked	1/2 cup
171 Potato, baked	1/2 cup
172 Spinach, cooked	1/2 cup
173 Summer squash (crookneck)	1/2 cup
174 Tomato (one large)	1/2 cup
175 Tomato vegetable juice	1/2 cup
176 Tomato	1/2 cup
177 Water chestnuts	1/2 cup
178 Zucchini, cooked	1/2 cup
Starchy vegetables such as corn, peas, and potatoes are found on the Bread/Starch list.	
BREAD/STARCH GROUP	
Each of the following has approximately 60 calories:	
180 Bread (such as Bran Buds)	1/2 cup
181 Bran cereals, baked	1/2 cup
182 Bulgur (cooked)	1/2 cup
183 Cooked cereals	1/2 cup
184 Cornmeal (dry)	1/2 cup
185 Grapenut	1/2 cup
186 Grits (cooked)	1/2 cup
187 Other ready-to-eat unsweetened cereals	1/2 cup
188 Puffed cereal	1/2 cup
189 Rice, white or brown (cooked)	1/2 cup
190 Rice, white or brown (cooked)	1/2 cup
191 Shredded wheat	1/2 cup
192 Wheat germ	1/2 cup
DRIED BEANS/LEGUMES	
Each of the following has approximately 25 calories per one cup or 1/2 cup (cooked)	
193 Beans and peas (cooked), such as lentils, chickpeas, etc.	1/2 cup
194 Lentils (cooked)	1/2 cup
195 Baked beans	1/2 cup
STARCH/VEGETABLES	
Each of the following has approximately 25 calories per one cup or 1/2 cup (cooked)	
196 Corn	1/2 cup
197 Corn on cob, 6 in. long	1/2 cup
198 Lima beans	1/2 cup
199 Pinto beans (canned or frozen)	1/2 cup
200 Potatoes	1/2 cup
201 Potato, baked	1/2 cup
202 Potato, mashed	1/2 cup
203 Sweet potatoes (canned or frozen)	1/2 cup
204 Yam, sweet potato, plain	1/2 cup
BREAD	
Each of the following has approximately 25 calories per one cup or 1/2 cup (cooked)	
205 Bagel	1/2 cup
206 Bread sticks, crisp	1/2 cup
207 Croissant, low-fat	1/2 cup
208 Hamburger	1/2 cup
209 Hamburger or hamburger bun	1/2 cup
210 Pie, 6 in. across	1/2 cup
211 Plain roll, small	1/2 cup
212 Raisin, unfilled	1/2 cup
213 Raisin, unfilled	1/2 cup
214 Roll, 6 in. across	1/2 cup
215 White (including French, Italian)	1/2 cup
216 Whole wheat	1/2 cup
CRACKERS/STARCHES	
Each of the following has approximately 60 calories:	
217 Animal crackers	1/2 cup
218 Graham crackers	1/2 cup
219 Matzo	1/2 cup
220 Matzo	1/2 cup
221 Matzo	1/2 cup
222 Oyster crackers	1/2 cup
223 Popcorn, popped, no fat	1/2 cup
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520 Popcorn, popped, no fat	1/2 cup

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EXHIBIT A

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EXHIBIT B

EXHIBIT B



**FOOD FOR LIFE.
PROGRAM GUIDE**

Cambridge

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EXHIBIT B

“You are about to begin one of the most gratifying experiences of your life!

Regardless of your goals — achieving an ongoing plan for lifetime nutrition, maintaining your ideal weight, or reducing your weight — we have a plan for you. Whatever your lifestyle, our fully integrated system of nutrition, peer support, behavior modification, and physical activity can address your needs and help you move toward a healthier, happier future.



Cambridge was founded on a spectacular breakthrough product and a philosophy of caring and sharing — at Cambridge we care about you and we are here to help you begin your own program for success.

Yours in Health and Well-Being!”

A handwritten signature in cursive script that reads "Linda Hevern".

Linda Hevern
Executive Vice President

WELCOME

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EXHIBIT B

CONGRATULATIONS!

You've made the right choice in joining over 8 million others who have used the Cambridge products and programs for weight management and lifetime nutrition.

This Program Guide presents flexible program options that can be easily adapted to nearly any goal or lifestyle. Your Cambridge Consultant can help you choose the option that is right for you. Every program provides all of the elements for success and the nutrition you need to feel your best and be your best.

Products and Programs — an ongoing program for every body — for life!

- Fast Start Program
- Physician Monitored Program
- Regular Program
- Maintenance Program
- Lifetime Nutrition Program

Peer Support — friendly support from your Cambridge Consultant, and through meetings and Retreats

Behavior Modification — get Control For Life® and Cambridge Cares™

Physical Activity — get Set For Life® to become fit for life!

**...TO THE CAMBRIDGE
FOOD FOR LIFE NUTRITION AND
WEIGHT MANAGEMENT SYSTEM!**

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EXHIBIT B

DR. ALAN N. HOWARD



DR. ROBERT O. NESHEIM



DR. NAN E. BRENZEL



In 1970, Alan Howard, Ph.D., an acknowledged authority on obesity and coronary heart disease from a nutritional point of view, and a team of scientists at Cambridge University in England developed a weight control formula that started a revolution in the treatment of obesity. This pioneering effort resulted in a 330-calorie concentrated nutritional formula, so unique it has been patented world-wide. In 1979 it became known as The Cambridge Diet.

During the 1980's Robert O. Nesheim, Ph.D., one of the most widely respected authorities on nutrition in the United States, further advanced this formula based on additional research, growing scientific knowledge and new technological developments. Under his direction, a totally integrated system of nutrition and weight management products and programs was created that successfully addressed lifestyle issues.

He worked with Nan E. Brenzel, Ed.D., trained as a clinical behaviorist with a professional concentration in weight management and motivation, who created a behavior modification component and peer support programs for those engaging in long-term lifestyle changes. Dr. Nesheim continued to refine the Cambridge Food For Life Products and Programs until his retirement in 1991.

CAMBRIDGE RESEARCH AND DEVELOPMENT: A SCIENTIFIC PROGRESSION

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EXHIBIT C

EXHIBIT C

Physician Monitoring Guidelines

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The Food For Life® Weight Management System is a comprehensive and responsible weight management system offering programs designed for safe and effective long-term weight loss.

Your patient _____ would like to begin one of our weight-loss programs.

We believe and strongly recommend that any person embarking on a weight-loss program should consult with their physician before doing so. Specifically, we have requested that he or she consult with a physician because

☐ their medical history indicates that they are under a physician's care or currently taking medication.

☐ they have selected a modified fasting program which requires medical monitoring.

We would appreciate your reviewing the program your patient has selected and would like you to make any recommendations that you feel are necessary.

Program Selected:

☐ Regular Program.

☐ Physician Monitored Program.

This pamphlet contains a description of these programs as well as suggestions for medical monitoring. To clarify any points provided within, or for additional information, we invite you to contact us directly using our toll free number.

Robert O. Neshiem, PhD.
Department of Science and Technology.

Avadyne, Incorporated
2801 Salinas Highway
Monterey, CA 93940
1-800-443-2584

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For your convenience, we offer the following:

Cambridge Products:

Drinks:

Food For Life Vanilla
Food For Life Chocolate
Food For Life Strawberry

Original Cambridge Diet Vanilla
Original Cambridge Diet Chocolate
Original Cambridge Diet Strawberry
Original Cambridge Rich Vanilla Shake
Original Cambridge Wild Strawberry Shake

Maintain For Life Vanilla

Soup:

Food For Life Chicken
Food For Life Tomato
Food For Life Potato

Cereal:

Food For Life Super Oats

Dessert:

Food For Life Super Chocolate

Nutrition Bar:

Plantation Peanut
Bavarian Chocolate
Tropical Coconut
Alpine Raisin Oat

Behavior Modification

Control For Life Learning Program
Cambridge Care

Physical Activity

Set For Life Body Shaper
Set For Life Walking Program
Paragon Fast Recovery

For more information, call your Cambridge Consultant

or call 1-800-4-HEALTH

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EXHIBIT C

CAMBRIDGE FOOD FOR LIFE NUTRITION PRODUCTS AND PROGRAMS

Whether your goal is to lose weight, maintain your ideal weight, or provide yourself with optimal nutrition, Cambridge Food For Life Nutrition products and programs give you the ability to control your calories while giving you the benefits of complete nutritional assurance.

Nothing is as simple... Low calories plus balanced nutrition — with Cambridge Food For Life Nutrition and Weight Management products and programs there are no complicated menus to follow or weighing of food. There are just delicious, quick-to-mix formulas plus some flexible meal choices.

Safe... All Cambridge Food For Life Nutrition products are manufactured under the highest standards of quality control and purity; none contain drugs, exotic chemicals or preservatives.

Effective... Quick and safe weight loss, plus the assurance of getting everything your body needs for vitality, well-being, and optimal health.

The Formula. The Foundation. Cambridge Food For Life Nutrition products are manufactured using the latest technology and quality assurance guidelines.

The Cambridge Food For Life Nutrition formula is a nutritious, wholesome food with the advantage of special features: low lactose, added fiber, and remarkable taste. Most diets of less than 1200 calories from conventional foods alone do not provide recommended amounts of many essential nutrients. But Cambridge Food For Life Nutrition does — so you can use it as a delicious foundation for weight loss and lifetime nutrition.

3 servings a day of Cambridge Food For Life Nutrition cereal, soups, pudding and drinks provide:

- 420 calories
- 45 grams high-quality protein
- 54 grams carbohydrate
- 3 grams fat
- 4-21 grams dietary fiber
- 100% USRDA for vitamins, minerals, and protein
- Trace elements and electrolytes at levels recommended by the National Academy of Sciences.

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IMPORTANT NUTRITIONAL INFORMATION ABOUT CAMBRIDGE FOOD FOR LIFE NUTRITION PRODUCTS

NUTRITION INFORMATION (3 SERVINGS)		
ingredient	amount	% usda*
Calories	420	—
Protein	45 grams	100
Carbohydrates	54 grams	—
Fat	3 grams	—
Sodium	1500 mg (1.5)**	—
Dietary Fiber	4 grams†	—
Vitamin A	5000 IU	100
Vitamin C	60 mg	100
Thiamine	1.5 mg	100
Riboflavin	1.7 mg	100
Niacin	20 mg	100
Calcium	1000 mg	100
Iron	18 mg	100
Vitamin D	400 IU	100
Vitamin E	30 IU	100
Vitamin B6	2.0 mg	100
Folic Acid	400 mcg	100
Vitamin B12	6.0 mcg	100
Phosphorus	1000 mg	100
Iodine	150 mcg	100
Magnesium	400 mg	100
Zinc	15 mg	100
Copper	20 mcg	100
Biotin	300 mcg	100
Pantothenic Acid	10 mg	100
Vitamin K*	67 mcg**	—
Potassium*	2000 mg**	—
Manganese*	4.0 mg	—
Chloride*	1800 mg	—
Chromium*	60 mcg	—
Selenium*	60 mcg	—
Molybdenum*	150 mcg	—

*Super Oats cereal contains 21 grams.
 †U.S.RDA has not been established.
 **The Food and Nutrition Board of the National Research Council recommends these quantities of these essential trace elements and electrolytes as being within the range required in the diet of an adult.

Water: Water is an essential element in sustaining human life. Not only are our bodies comprised of large amounts of water, but vital bodily functions are dependent on adequate supplies of water. Water transports nutrients, removes waste from the body, regulates body temperatures, and is an important catalyst to losing weight. When on a weight loss program, it is absolutely essential to drink 6 to 8 glasses of water daily. There are many benefits to drinking plenty of water. Water can: 1) help suppress your appetite; 2) relieve diet-related headaches; 3) prevent dehydration; 4) prevent or relieve constipation; 5) relieve fluid retention; and 6) help promote fat mobilization, so you can lose weight even faster!

Fat and Cholesterol: The Cambridge Food For Life Nutrition products can help you reduce your fat and cholesterol levels. The Food For Life Nutrition formula is very low in fat — only 3 grams of fat per day (3 servings/420 calories). Cholesterol is found only in trace amounts from the nonfat milk or whey protein concentrate ingredients used in the formulation. By selecting low-fat and low-cholesterol foods to use with the Food For Life Nutrition products, a healthy diet is easy!

Sodium: Although sodium is a necessary mineral in your diet, most people eat too much of it. The Cambridge Food For Life Nutrition formula provides 1500 milligrams of sodium in 3 servings per day. This amount falls within the range recommended by the National Academy of Sciences (500 to 2400 milligrams/day). You should check the amount of sodium in your additional conventional food choices.

Calcium: Calcium is a very important mineral to maintain strong bones, especially for women. The Cambridge Food For Life Nutrition formula gives you 100% of the USRDA for calcium (1000 milligrams) in 3 servings, so you can be sure you are getting enough while losing weight and eating for lifetime nutrition.

Fiber: A variety of fiber sources are important for a healthy diet. Cambridge Food For Life Nutritional cereal, soups, pudding and drinks provide 4 grams of dietary fiber in 3 servings per day — with bran from oats, corn, and soy. And, Cambridge Food For Life Super Oats cereal provides 7 full grams of dietary fiber in each serving — 21 grams per day! Additional dietary fiber can easily be added to your diet with healthy fruit, vegetable and whole grain choices.

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THE CAMBRIDGE FOOD FOR
LIFE NUTRITION AND WEIGHT
MANAGEMENT PRODUCTS &
PROGRAMS DELIVER THEIR
PROMISE — THEY WORK!

You can improve your health by reducing weight safely, quickly, and easily. And you can maintain your new weight and achieve optimal health through lifetime nutrition. In fact, it's easier than you ever thought possible. No matter what your goal, a Cambridge Food For Life Nutrition program has been designed to meet your needs.

Choose the program that's right for you...

Let's get started!

The Food For Life Nutrition and Weight Management System is not rigid and structured. It is comprised of flexible program options that can be easily adapted to nearly any goal or lifestyle. It's up to you!

- Fast Start Program
- Physician Monitored Program
- Regular Program
- Maintenance Program
- Lifetime Nutrition Program

Choose the one that's right for you today. And, if your lifestyle changes tomorrow or next week, the Cambridge Food For Life Nutrition programs are flexible with you! There is no need to abandon the program...simply review the programs again and decide which is the best for you.

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... A Program for Every Goal and Lifestyle

To be effective, a program has to match your goals and lifestyle. The more closely a weight loss program fits your individual needs, the more successful you will be in meeting your goals. The Cambridge Food For Life Nutrition and Weight Management System gives you flexibility, yet guidance. Answering the following questions on the Personal Success Profile will help you select the best weight loss program option for you.

PERSONAL SUCCESS PROFILE

Weight Loss Goal:

1. Approximately how much weight do you want to lose?

☐ 15 lbs. or less ☐ 16 to 30 lbs. ☐ more than 30 lbs.

Medical History:

2. Are you currently under a physician's care for any of the following conditions?

☐ heart disease ☐ hypoglycemia ☐ kidney disease
☐ stroke ☐ pregnancy ☐ gout
☐ diabetes ☐ cardiovascular disease ☐ chronic infection
☐ nursing mother other: _____

3. Are you currently taking diuretics or other medications?

☐ yes ☐ no

If you answered "yes" to question #2 or #3, you must consult your physician before starting this or any other weight loss program. Your physician can help you decide if the Physician Monitored Program is the right one for you.

Personal History:

4. My motivation and commitment are high right now and I would like to lose weight as quickly and safely as possible.

☐ yes ☐ no

If yes, how long do you feel you can go without conventional foods?

☐ few days ☐ 1 week ☐ 2 weeks ☐ 3+ weeks

5. My motivation and commitment are stable but I would rather have more food choices and lose weight more gradually.

☐ yes ☐ no

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Support Needs Assessment:

Use the values below to rank your personal tendency in response to the following statements:

1. Never 2. Sometimes
3. Frequently 4. Always

6. Behavior Modification

- ____ a. I feel totally in control around food
____ b. I find it easy to keep commitments
____ c. I cope well in stressful situations
____ d. I can resist pressure from others
____ Total

7. Physical Activity and Metabolism

- ____ a. I follow a regular exercise program
____ b. I go out of my way to walk or climb stairs
____ c. My daily routine requires a high level of activity
____ d. I am active in my leisure time
____ Total

8. Peer Support

- ____ a. I tell friends when I start a diet
____ b. My loved ones support my weight loss goal
____ c. I share my feelings with others
____ d. Group support is helpful to me
____ Total

Interpretation Guide: to help you choose the program that's right for you.

The Fast Start Program

The Fast Start Program is your best choice if you:

1. Have 15 pounds or less to lose (Question #1)
2. Are willing to go without conventional food for up to 2 weeks (Question #4)

The Fast Start Program can be combined with the Regular Program for any number of days (up to two weeks) in the following ways:

1. For initial rapid weight loss at the beginning of the Regular Program
2. To help overcome weight loss plateaus
3. To help bring weight loss back in line if you have "overeaten" for a few days

The Fast Start Success Plan kit provides basic items you need to help you get started on your Fast Start Program.

The Physician-Monitored Program

If, for medical reasons, you need to be supervised by a physician while you are losing weight the Physician Monitored Program is designed for you. It should be your choice if you:

1. Answered "yes" to questions #2 or #3
2. Have more than 30 pounds to lose (Question #1)
3. Want to go without conventional food for more than 2 weeks (Question #4)

The Regular Program

If you answered "yes" to question #5 the Regular Program is the program of choice for you. The Regular Program includes healthy conventional foods throughout the entire program.

The Regular Success Plan kit contains basic items you need to help you get started on your Regular Weight Loss Program.

Scoring

Questions #6, #7, and #8 help to evaluate your personal need for support from your Cambridge Consultant and the "Control For Life" and "Set For Life" Body Shaper/Exerciser and Walking programs which have been developed to help you

succeed with your weight loss goals.

Total your score for each section:

- 4 - 8 Support required for success
9 - 12 Support strongly recommended
13 - 16 Support can be helpful

To help you be successful in your weight loss program, please turn to page 21 and review and complete *Setting My Goal*, a tool to help you get started in making a commitment to your program and to identify those people who will support you in your program.

EXHIBIT C

Fast Start Program

The Cambridge Food For Life Fast Start Program is a unique program for people who wish to lose weight as rapidly, yet safely, as possible. The Fast Start Program is a sole source of nutrition and allows you to lose weight quickly because all you need is 3 servings of Cambridge Food For Life Nutrition daily during this program. Through the balanced nutrition of the Cambridge Food For Life Nutrition formulas, your body will get the critical nutrients it needs to maintain good health in only 420 calories a day.

Features:



- Maximum weight loss in the shortest possible time
- Recommended for people with 10 - 15 pounds or less to lose
- Lose 10 pounds in two weeks (may be partly from loss of excess fluids)
- May be used as a "fast start" to the Regular Program for greater initial weight loss
- May be used periodically along with the Regular Program to accelerate your weight loss during plateaus or to compensate for periods of overeating



This program is followed for a maximum of two consecutive weeks. If you have more weight to lose, follow the Regular Program, using the Fast Start Program whenever you feel the need to give your weight loss progress a little "boost." The Fast Start Program should not be used for more than two consecutive weeks unless under the supervision of a physician (see Physician Monitored Program).



How to follow the program:

- 1 Simply enjoy 3 servings of the the Cambridge Food For Life Nutrition formula (cereal, soups, pudding, or drinks) each day at or near your normal mealtimes. Do not skip any servings.
- 2 Drink a minimum of eight 8-ounce glasses or two Cambridge chug mugs of water each day (tea or decaf coffee or other non-caloric beverages are allowed in addition to, but not substituting for, the water).

How your body loses weight on a very-low-calorie diet

While on the Fast Start Program, your body will be going through some adjustments to a very-low-calorie diet. After a few days, it will convert to using stored fat as its primary source of fuel usually creating a state of mild ketosis in the body. This can actually benefit you by creating a mild feeling of euphoria, extra energy, and some suppression of hunger.

If, at any time on the Fast Start Program, you experience prolonged headache, nausea, vomiting, or any other symptoms, return to the Regular Program and contact your physician.

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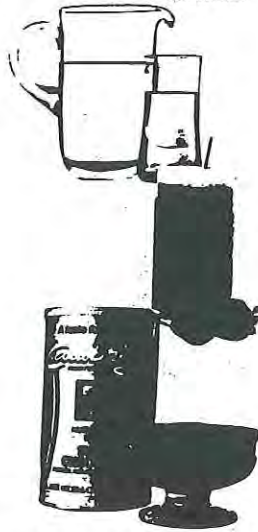
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EXHIBIT C

Physician Monitored Program

This is the responsible approach to weight loss for those who have large amounts of weight to lose (30 pounds or more) or for those under a physician's care for other medical conditions. In clinical trials, the average weight loss was 16 to 20 pounds per month. Because the program uses the Cambridge Food For Life Nutrition formula as the sole source of nutrition (420 calories/day) for a longer period of time, physician supervision is required.

Features:



- Maximum weight loss in the shortest possible time
- Recommended for people who have large amounts of weight to lose (30 pounds or more)
- Physician supervision ("Physician Monitoring Guidelines" available)
- Less expensive and less regimented than hospital programs using very-low-calorie diets

How to follow the program:

- 1 Consult your physician. A copy of the "Physician Monitoring Guidelines" is available from a Cambridge Consultant if your physician would like one.
- 2 Enjoy 3 servings of the Cambridge Food For Life Nutrition formula (cereal, soups, pudding, or drinks) each day, or as directed by your physician at or near your normal mealtimes. Do not skip any servings.
- 3 Drink a minimum of eight 8-ounce glasses or two Cambridge chug mugs of water each day (tea, decaf coffee or other non-caloric beverages are allowed in addition to, but not substituting for, the water).
- 4 When you are 10 to 15 pounds from your goal weight, we recommend you switch to the Regular Program until you reach your goal weight.

The Physician Monitored Program is a very-low-calorie diet and results in rapid weight loss. Because a low caloric level and large amounts of rapid weight reduction can place unusual strain on the body, monitoring by your physician is essential.



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The Regular Program is the most flexible plan. It's suitable for any weight loss goal and can be adapted to any lifestyle. You can lose 2 to 5 pounds per week on the Regular Program.

On this program, you will combine 3 servings of the Cambridge Food For Life Nutrition formula (cereal, soups, pudding, or drinks) with 400 calories of conventional food (one calorie controlled, nutritionally balanced meal).

Features:

- Flexible program to fit any goal or lifestyle
- Combines the Cambridge Food For Life Nutrition formula as a nutritional foundation with healthy conventional food selections
- 820 calories a day for effective weight loss

How to follow the program:

- 1 Enjoy 3 servings (420 calories) of the Cambridge Food For Life Nutrition formula (cereal, soups, pudding, or drinks) each day at or near your normal mealtimes. Do not skip any servings. Add 400 calories from a variety of healthy conventional foods in the form of snacks or meals for a daily total of 820 calories.
- 2 Drink a minimum of eight 8-ounce glasses or two Cambridge chug mugs of water each day (tea, coffee, and other non-caloric beverages are allowed in addition to, but not substituting for, the water).
- 3 Continue on your program until you reach your weight loss goal.

There is no right or wrong time to take your Cambridge Food For Life Nutrition servings as long as you have three each day. Most commonly, Cambridge servings are taken at regular mealtimes. Those who are on the Regular Program and consume their conventional meal at dinnertime may have their last Cambridge serving during the evening, to overcome late night snacking.

Regular Program



EXHIBIT C

Weight Maintenance Program

It is important to monitor your weight gain at two or three pounds so you can take action quickly. Remember, our programs are designed to put you in control — and keep you there!



The Cambridge Food For Life Nutrition and Weight Management System is remarkably effective in providing long-term weight management. This success is mostly due to the ease and simplicity of the Cambridge Weight Maintenance Program. It consists of simply continuing to use the Cambridge Food For Life Nutrition formula as a nutritional foundation while you determine what caloric level you need to maintain your individual body weight. In this way, you can easily control your total calories without jeopardizing good nutrition.

Begin by gradually adding conventional foods to your Cambridge Food For Life Nutrition and Weight Management Program until you reach the number of calories that support your desired body weight and activity level. That's your maintenance point.

Weigh yourself weekly at the same time each morning with the same amount of clothing (preferably before you have had anything to eat or drink). If you find a pound or two creeping back, you have 3 options. You can:

- 1 Lower the calories in your maintenance program.
- 2 Increase your exercise.
- 3 Switch back to one of the weight loss programs.



EXHIBIT C

Lifetime Nutrition Program

Good health and well-being are built on a foundation of complete and balanced nutrition. The Cambridge Food For Life Nutrition products offer you a lifetime of nutritional assurance — simply continue to take them every day as your nutritional foundation.

Planning healthy meals for life the Cambridge way

There are any number of ways to fit these nutritious and satisfying products into your own unique lifestyle and meal patterns — as a meal replacement, instant breakfast, healthy snack, or alternative lunch or dinner. Regardless of how hectic your schedule is or how little time you have to dedicate to meal planning, shopping and dining — your nutritional requirements are insured with Cambridge.

Cambridge Maintain For Life®

Cambridge Maintain For Life is a simple, efficient, affordable supplement to assure you are getting good nutrition every day — for life! This convenient once-a-day formula provides

- 100% of the USRDA for all vitamins and minerals
- 12 grams (25% USRDA) high quality protein
- 24 grams carbohydrates
- only 2 grams of fat
- 3 grams dietary fiber
- only 160 calories

Cambridge Maintain For Life provides a sound nutritional base for all your other food choices. It's easy to combine Cambridge Maintain For Life with select portions of traditional foods to create quick, delicious, and healthy meals for lifetime nutrition.

Some people prefer the range of choices available through the Cambridge Food For Life products and use it up to three times a day as a nutritional foundation, or as a meal replacement for one or two meals, or as a healthy snack. For example, use the cereal for a hot breakfast, or eat a bar with or for lunch, or enjoy a shake or pudding with your evening meal for dessert — or do all three!

Making healthy food choices

In addition to your once-a-day Cambridge Maintain For Life serving selecting simple, basic foods unadorned by sauces and gravies are your best and easiest choices for healthy eating. What could be easier than small portions of meat, seafood, or poultry enhanced only by light seasonings and broiled or baked to tenderness? Add to that some steamed or microwaved vegetables with fragrant herbs and you have quickly arrived in a healthy gourmet heaven. You can even add a little pasta, rice, potato, or bread if you like. Or, you can select portion-controlled prepared entrees and add your own fresh salad, vegetable, or fruit for an easy, balanced meal.

With our advanced technology, low-fat, low calorie, and low sodium meals require a minimum of decision-making and culinary effort. With our busy lifestyles and the trend toward eating-on-the-go as opposed to the traditional family meal, using the Cambridge Maintain For Life and the Cambridge Food For Life products in conjunction with healthy food choices assures you healthy eating — for life!

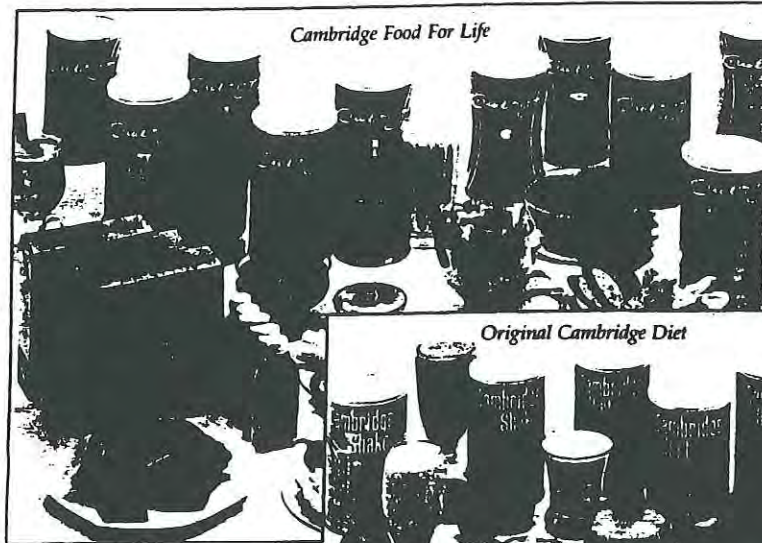
Note: Cambridge Maintain For Life is designed specifically as a once-a-day supplement for lifetime nutrition. It must not be used as an exclusive source of nutrition.

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EXHIBIT C

Products and Programs

*Cambridge Food For Life**Original Cambridge Diet**Original Cambridge Diet*

3 servings daily provide

- 100% of the USRDA for all vitamins and minerals
- 33 grams (75% USRDA) high quality protein
- 42 grams carbohydrate
- 3 grams fat
- 3-4 grams dietary fiber
- Trace elements and electrolytes
- 330 calories

The Original Cambridge Diet, taken one to three times per day, continues to be the product of choice for many who use it as a supplement while on the Regular Weight Loss Program, Weight Maintenance Program, or as a foundation for lifetime nutrition. It may be used as the exclusive source of nutrition while on a weight loss program only when taken four times a day. Taken four times daily, The Original Cambridge Diet provides the required protein (100% USRDA) in 440 calories.

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EXHIBIT C

THE CAMBRIDGE INTEGRATED SYSTEM A FOUNDATION FOR GOOD HEALTH AND WELL-BEING



EXHIBIT C



PEER SUPPORT

Peer support is integral to your being successful in your commitment to a lifetime of health and well-being. Surrounding yourself with positive people and sharing your goals with them provides the reinforcement and encouragement that will help you reach your goals.

The Cambridge Food For Life Nutrition and Weight Management System is built on a foundation of positive peer support. Your Cambridge Consultant has personally experienced the products and programs and is eager to share them with you.

Weight Loss

Peer support is important for everyone but critical for those on a weight loss program. Your Consultant can provide support for your success by

- helping you set your personal goals
- assisting you in setting up your personal support group (refer to the "My Friendship List" on page 21 of this Program Guide)
- maintaining records of your progress, and
- providing helpful information and support during your initial use of the products and programs.

Also, ask your Cambridge Consultant about support group meetings.

Retreats

Unique to the Cambridge Food For Life Nutrition and Weight Management System are retreats. Held periodically throughout the country, these weekend retreats provide an opportunity for you to experience personal success in a supportive environment. Through friendship and encouragement, they can help you regain your commitment to lifetime health and well-being whether through a program of weight loss, weight management, or a program of lifetime nutrition.

FRIENDLY SUPPORT FROM
YOUR CAMBRIDGE
FOOD FOR LIFE CONSULTANT

EXHIBIT C



SUCCESSING WITH PLANNED CHANGE

"All change requires a modification of current behavior even if it is as simple as setting up a new routine and following through."

— Linda Hevern

The Cambridge Food For Life Nutrition and Weight Management System includes the vital component of behavior modification to help you achieve a healthier lifestyle.

Everyone who embarks on a Cambridge program is dealing with change — even people who have healthy support systems and habits in place may need help in designing and implementing a plan to make sure their lifetime nutritional needs are assured on an ongoing basis. Your Cambridge Consultant can help you with this.

Because we recognize that it is never easy to make changes, and because the changes needed to be made to succeed in a weight loss program can be particularly difficult, we designed the Control For Life Program to help you identify and change specific undesirable behavior patterns and replace them with positive behaviors.

This unique, self-instruction program is a tool that can be used by yourself or with others to create self-awareness, behavior change, and self-control — all essential elements in helping you stay on track as you build commitment toward long term behavior changes. The step-by-step guide helps you overcome obstacles to your success such as poor food choices, destructive eating behaviors, and inactive lifestyle.

Ask your Consultant for more information about The Control For Life Learning Program, as well as Cambridge Group Support Modules and a Cambridge Care line of bath and body products available exclusively to our Cambridge customers.

BEHAVIOR MODIFICATION



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EXHIBIT C



PHYSICAL ACTIVITY

Physical activity is important to be fit for life, yet in our modern world, it is no longer an automatic part of everyday work life. To achieve and maintain a healthy lifestyle, it is important to include a program of physical activity. The most sensible physical activity program is an integrated system of aerobics, stretching, muscle building, and moving to build endurance, flexibility, and strength. Other benefits of physical activity are health promoting benefits such as conditioning of the heart and lungs as well as the psychological benefits of stress reduction, and a sense of well-being. Some physical activities accomplish more of this than others, but the best activity is the one you like doing, because you'll do it!

For individuals who have not been exercising regularly, or for those who are overweight, walking is one of the best ways to get started in a physical activity program. It does not require special facilities or equipment other than good, comfortable shoes. Walking briskly for 30-45 minutes, three times a week, will provide the same benefits as other aerobic activities. For more information about beginning a walking and exercise program, please ask your Consultant about our Set For Life Walking Guide and the Set For Life Body Shaper Program.

To maximize the benefits of your physical activity program, the Set For Life Body Shaper was designed to provide you with an integrated physical activity system which will shape, tone and firm while you increase flexibility and build strength in both the upper and lower body. When used properly and regularly, working with the exerciser will bring immeasurable rewards in terms of improved looks, health, and confidence — all with minimum effort.

Regular physical activity can offset the diet-related decrease in metabolism. Activity raises our metabolism which, in turn, increases weight loss up to 10% over dieting alone. Not only do you burn more calories while exercising but you continue to burn calories at the accelerated rate even while resting following the exercise.

Note: Because your body undergoes some physiological adjustments during the first few days while on a low-calorie weight loss program, you should not overexert yourself. It is advisable to consult your physician when beginning an exercise program.



**GET FIT FOR LIFE
WITH EXERCISE**

EXHIBIT C

DELICIOUS CEREAL, SOUPS, DESSERT, AND DRINKS

Easy Mixing Instructions

Unless otherwise noted in individual recipes, for best results use an electric blender (an electric blender will give you the smoothest, creamiest drink), pour into a glass or dish, and serve.

Electric blender:

For cold drinks

1. Pour 8 oz. of cold water into blender. Add ice to make 10 oz.*
2. Add 2 level scoops Cambridge Food For Life Nutrition formula.
3. Blend 15 - 20 seconds.

*For a thicker, shake-like consistency, place 1/3 cup of crushed ice or 4 average-size ice cubes in blender; then, add water to the 8-ounce level. Add Cambridge Food For Life Nutrition formula and blend 30 to 60 seconds.

For hot drinks and soups

1. Pour 8 oz. hot water into blender.
2. Add 2 level scoops Cambridge Food For Life Nutrition formula.
3. Blend 15 - 20 seconds. (Note: When making hot drinks, blenders should have a pressure release valve or hold the lid slightly ajar to allow steam to escape.)

Added variety:

There are many palate-pleasing variations to these basic instructions. Experiment to come up with your own favorites!

- If you prefer a sweeter taste, add a non-caloric sweetener.
- For greater flavor variety, add 1/2 teaspoon of any Cambridge Food For Life Nutrition Flavorings to your formula prior to mixing.
- Your favorite seasonings and spices will add aroma and flavor to the Cambridge Food For Life Nutrition soup formulas.

Your Cambridge Consultant can teach you various additional recipes and if, for any reason, you cannot produce the same great drinks you tasted with your Cambridge Consultant, call and ask your Consultant for help.

Shaker:

If an electric blender is not available

1. Pour 8 oz. of cold water into a shaker. (Cambridge chug mug or any hand shaker)
2. Add 2 level scoops of Cambridge Food For Life Nutrition formula.
3. Shake vigorously for 30 seconds or until completely mixed. Hold lid securely. Do not use this method for hot drinks.

Microwave (Cereal/Oats):

1. Place 2 rounded scoops Cambridge Food For Life Nutrition Super Oats formula into a cereal bowl or other container suitable for your microwave oven.
2. Add 2/3 cup water (unless otherwise specified in recipe) and stir.
3. Microwave on medium power, 4-5 minutes, stirring at least once during cooking, and once again before serving.

Stove Top (Cereal/Oats):

1. Place 2 rounded scoops Cambridge Food For Life Nutrition Super Oats formula into a cooking utensil.
2. Add 2/3 cup boiling water (unless otherwise specified in recipe) and stir until mixed.
3. Cook for 2 minutes, remove from heat, and let stand until desired consistency.

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Over the years, many taste-tempting recipes have been developed for the Cambridge Food For Life Nutrition cereal, soups, dessert, and drinks. Here are a few to get you started. Enjoy!

FAVORITE RECIPES

Follow the mixing instructions on the opposite page using the ingredients listed below. These recipes may be used with The Original Cambridge Diet (330 calorie formula). When mixing the 330 formula, use only one instead of two level scoops.

CHOCOLATE DRINK

Heath Bar
1 serving Cambridge Food
For Life Chocolate Drink
1/4 tsp. butter flavoring
1/4 tsp. rum flavoring
1/4 tsp. almond flavoring
1 tsp. instant decaf coffee

Orange Chocolate
1 serving Cambridge Food
For Life Chocolate Drink
8 oz. diet orange soda
(instead of water)

Viennese Coffee
1 serving Cambridge Food
For Life Chocolate Drink
8 oz. hot decaf coffee
(instead of water)
1/4 tsp. cinnamon

VANILLA DRINK

Fina Colada
1 serving Cambridge Food
For Life Vanilla Drink
1/4 tsp. coconut flavoring
1/4 tsp. pineapple flavoring
1/4 tsp. rum flavoring
1/2 pkt. Equal

Amaretto Cream Coffee
1 serving Cambridge Food
For Life Vanilla Drink
1 tsp. instant decaf coffee
1/4 tsp. almond flavoring

STRAWBERRY DRINK

Strawberry Shortcake
1 serving Cambridge Food
For Life Strawberry Drink
1/2 tsp. vanilla flavoring

Strawberry Daiquiri
1 serving Cambridge Food
For Life Strawberry Drink
1 cup fresh or frozen
strawberries (40 calories)
1/2 tsp. rum flavoring

EGG NOG DRINK

1 serving Cambridge Food
For Life Egg Nog
1/2 cap vanilla custard flavoring
1/2 pkt. Equal

CHICKEN SOUP

Chicken 'n Mushrooms
1 serving Cambridge Food
For Life Chicken Soup
1/2 cup sliced fresh
mushrooms (10 calories)
1/8 tsp. onion powder
Pinch of black pepper

For additional taste tempting recipes including Cambridge pies, muffins, cookies, quiches, and casseroles, refer to our Cambridge Recipe Book available from your Cambridge Food For Life Consultant.

TOMATO SOUP

Tomato Zinger Soup
1 serving Cambridge Food
For Life Tomato Soup
Dash each of onion powder, garlic powder, dried parsley, Tabasco, and Worcestershire

SUPER OATS

Super Oats Stuffing
1/2 serving Cambridge Food
For Life Super Oats
1/2 serving Cambridge Food
For Life Chicken Soup
1/3 cup water
Follow microwave instructions on the opposite page.

SUPER CHOCOLATE

Coconut Tingalings
1/2 serving Cambridge Food
For Life Super Chocolate
1/2 serving Cambridge Food
For Life Super Oats
6 oz. hot water
1 cap coconut flavoring
1 pkt. Equal
Mix ingredients until smooth, pour into 2-oz. cups. Freeze and eat like candy. Instructions for easy instant pudding and other types of Chocolate desserts are on the Super Chocolate label.

When on the Fast Start or Physician Monitored programs, do not use the recipes that contain added foods.

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Don't forget to drink a minimum of eight 8-ounce glasses (2 Cambridge chug mugs) of water every day in addition to your Cambridge Food For Life Nutrition products. Coffee, tea, or diet soda are permitted, although not as a substitute for water. As you decrease the quantity of food in your diet, you also reduce the fluid intake from those foods. Since the body composition is approximately 60% water, it is very important to replenish those fluids. So, drink up!

Three servings of the Cambridge Food For Life Nutrition products each day assure you that you are getting the vital nutrition needed for good health. Do not skip any servings while on your weight loss program. You will not lose weight any faster, but you will sacrifice essential nutrition.

The Cambridge Food For Life Nutrition drinks, soups, cereal, and pudding are especially formulated for great taste! If your tap water has a strong taste, we suggest that you try filtered or bottled water so as not to distort the flavor.

Use Cambridge Care, "nutrients for the skin," to overcome dry skin, a common side effect of dieting.

Weigh weekly. For a long-term commitment, weighing daily can be detrimental to your program. The weight of the liquids you consume daily can add two or more pounds to your weight.

The first few days of your weight loss program will probably be the most challenging, so plan to keep busy. If you feel hungry, chew sugar-free gum, have a drink of water, or get involved in some other activity to distract your attention away from food.

Become very conscious of any and all food that goes into your mouth. "Nibbles" and in-between-meal snacks that are not part of your meal pattern are easily forgotten, but the calories they add are not! If you must snack, choose a small portion of a low-fat, low calorie food and include these calories in your daily total. A half-serving of a Cambridge Food For Life Nutrition drink, soup, Super Oats, or bar is a good selection. Awareness of what you eat is the key to good weight control.

Get to know yourself — learn your eating habits, strengths and weaknesses. There are ways to control them. Be honest — no one else has to know! Ask your Cambridge Consultant about the "Control for Life" learning program for help. You can learn to say "no" to food and learn when to say "yes" without feeling guilty.

Think of new rewards for yourself. There is life beyond food! Enjoy a new dress, a good book, a movie. Or, nurture yourself with Cambridge Care bath and body products.

Commitment is key. Follow your program with sincerity and regularity, and you will succeed!

HELPFUL HINTS FOR NOW AND LATER

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SETTING MY GOAL

MY GOAL

My goal is to weigh _____ pounds and/or be size _____.

MY PROGRAM

I have selected the following program which I will follow to my goal.

- ☐ Fast Start Program
- ☐ Physician Monitored Program
- ☐ Regular Program
- ☐ Combination

MY COMMITMENT

I understand that to reach and maintain my goal I am making a determined commitment to adhere faithfully to my program. I know that with my program and my determined commitment I will overcome any obstacle. I am starting now.

Signature _____ Date _____

MY FRIENDSHIP LIST

I understand that peer support is an important part of the weight management programs. I know that to reach my goal I will need to surround myself with positive people. The following are those that I want on my support team. I will share my goal with them and ask them to follow these rules.

1. Don't feed me
2. Do not be critical if I have a "bad day"
3. Provide positive feedback when progress is noticeable

1 _____	5 _____
2 _____	6 _____
3 _____	7 _____
4 _____	8 _____

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For best success, it's important to have a goal or target weight for your weight loss program. It helps you keep moving in the right direction and lets you know when you've made it.

PERSONAL PROGRESS CHART

This is your Personal Progress Chart to help you watch your weight loss progress. The first week you may want to weigh yourself daily to see how you are doing. Then, weigh yourself once a week and record the date, your new weight, and the number of pounds that you lost (or gained). It's best to weigh in the morning, before you eat or dress.

Date _____ Starting Weight _____ Target Weight _____ Date Achieved _____

Date	Weight	Pounds (-) (+)	# Cambridge Meals	# Regular Meals	Substitute Non-Food Activities
Day 1					
Day 2					
Day 3					
Day 4					
Day 5					
Day 6					
Day 7					
Day 8					
Day 9					
Day 10					
Day 11					
Day 12					
Day 13					
Day 14					
Day 15					
Day 16					
Day 17					
Day 18					
Day 19					
Day 20					
Day 21					

Keeping a record of your Cambridge meals and other foods you eat during the first week and especially the first three days of your weight loss is critical — it will help keep you aware of the amount of food and calories you are consuming. Keeping track of your activities will help you develop substitution skills that can be effective in helping you attain your goals.

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Sometimes your progress will be more significant in your body measurements or dress size — waistlines become smaller, hips and thighs become trimmer and abdomens flatten. If you are complying with your program, you will succeed!

MEASUREMENT CHART

Clothing Size Goal _____

Date Achieved _____

	Month	Month	Month	Month	Month	Month	Month
Date							
Waist							
Abdomen							
Hips							
Thighs							
Arms							
	Month	Month	Month	Month	Month	Month	Month
Date							
Waist							
Abdomen							
Hips							
Thighs							
Arms							
	Month	Month	Month	Month	Month	Month	Month
Date							
Waist							
Abdomen							
Hips							
Thighs							
Arms							

Here are some non-food activities that many people find are pleasurable and effective substitutions that take you away from an environment that encourages eating.

Calorie Burning Activities

Brisk walking or jogging
Exercising*
Bicycling
Swimming
Dancing
Gardening

Nurturing Activities

Mineral Bath**
Jacuzzi
Sauna
Facial
Massage
Manicure

Creative Activities

Sewing
Knitting
Crafts
Painting
Pottery
Woodworking

*The Cambridge Set For Life Body Shaper and Exerciser and Set For Life Walking program are convenient and ideal exercise tools.

**The Cambridge Care line includes Mineral Bath with Dead Sea salts, known for their nurturing and relaxing properties, as well as other products for bath, body and facial care.

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QUESTIONS AND ANSWERS

Q Can the Cambridge Nutrition products be used as a nutritional supplement?

A Absolutely! The Cambridge Nutrition formulas are an excellent nutritional addition to the everyday diet. Because many of us have full days with busy schedules, there is often little time left for adequate meal planning. Skipping meals or "eating on the run" has become a way of life. The Cambridge Nutrition cereal, soups, pudding, drinks, or bars provide the nutritional assurance to every day and a healthy alternative to missing meals.

Q Is there a role for Cambridge products with athletics?

A Cambridge products have been used in both individual and team sports including the U.S. Olympic Swim Team and Mt. Everest climbers. It provides a strong nutritional foundation for athletes whose performance is largely dependent upon their bodies receiving the precise balance of nutrients which Cambridge provides.

Cambridge offers great versatility to the athlete — as a high energy food source, nutritional weight reduction program, when necessary; and as a comprehensive balance of macronutrients and micronutrients to supplement and enhance the body's utilization of conventional foods to maintain or add weight.

Q Can children use Cambridge Food For Life Nutrition products for nutritional value?

A Children can use the Food For Life Nutrition products as supplements to regular eating patterns with notable results — a trend in decreased consumption of "empty-calorie" snacks and movement toward better eating and nutritional habits.

To ensure sufficient calories for energy

and adequate protein for growth and development, any weight-reduction program for children should be under the advice and supervision of a physician.

Q Can everyone lose weight with the Cambridge Food For Life Nutrition and Weight Management System?

A Everyone has the opportunity and the tools to make it happen. The Cambridge Food For Life Nutrition and Weight Management System offers weight control products and programs for everyone.

Some products are designed to be used as a nutritional base with conventional food, others as a total meal replacement, or in a mix-and-match system with other Cambridge Nutrition products. All can be used in personalized programs to control your present weight, or to assure safe, effective, sensible weight loss.

No matter which products and plans you select, remember that successful weight control depends upon an honest commitment to stay with the program you choose.

Q Is there a reason for "plateauing" while on the program?

A Some people experience a plateau effect with their weight reduction progress at various points during dieting.

One reason this may occur is due to temporary periods of water retention by the body.

The body's metabolic rate also varies periodically which may alter the rate of weight reduction.

Some people have also noticed a period during which there was no noticeable weight reduction, however, there was an apparent reduction in inches. Check your measurements!

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Q Can I have an unlimited amount of diet soft drinks while on the Cambridge Food For Life Nutrition and Weight Management System for weight loss?

A Diet soft drinks are permitted, but many soft drinks contain sodium which, if consumed in excess, may cause the body to retain water and slow the weight loss process.
Some diet soft drinks also contain caffeine which may have a stimulant or irritant effect on the body.

Q Is it all right to drink coffee while on the Cambridge Food For Life Nutrition and Weight Management System for weight loss?

A Coffee is permitted; however, consumption of large quantities is not recommended. Caffeine acts as a stimulant to body systems and sometimes provides an irritant effect. Some herbal teas may offer a pleasant beverage alternative. If you feel you must drink coffee, decaffeinated is preferred.

Q Is it allowable to drink alcohol while taking Cambridge Food For Life products as a sole source of nutrition?

A People who take Cambridge Food For Life as a sole source of nutrition should not drink alcoholic beverages. Alcohol contains seven calories per gram and provides no other significant nutritional value.
Alcohol can impair the body's ability to utilize other nutrients.

Q Why is it sometimes so difficult during the first few days of dieting?

A During the first few days of dieting your body makes metabolic adjustments which occasionally can cause transient side effects such as headache, diarrhea, frequent urination, or dizziness. As you consume less bulk and fewer calories than your body requires for energy, it must adjust to using your stored fat as a source of energy. These symptoms usually pass within a few days; however, if they persist, consult your physician.

Q What causes temporary diarrhea for some people when beginning the diet?

A Diarrhea may initially be caused from the concentration of nutrients provided in Food For Life Nutrition products as well as the mild diuresis (loss of body fluids) which accompanies low-calorie, low-carbohydrate diets. Most bodies regulate themselves within a few days. Be sure to consume plenty of fluids. However, if diarrhea persists, consult your physician.

Q What is recommended for those who experience some constipation while dieting?

A Some changes in bowel habits may be expected as your body adjusts to different dietary patterns. Bowel movements may not necessarily be as often.

There are seven grams of fiber in each serving of Cambridge Food For Life Super Oats to aid in digestion and elimination. Adequate fluid intake is important. Mild exercise sometimes assists bowel movements. Mild laxatives used temporarily, such as those containing psyllium, may be helpful. If constipation persists, check with your physician.

Q Can people with high blood pressure use the Food For Life Nutrition and Weight Management System for weight loss?

A Many people with high blood pressure have experienced extremely positive results using the Food For Life Nutrition and Weight Management System for weight loss with monitoring and supervision by their physician.

It is very important that these people take their physician's advice when selecting the program best suited to their needs, especially if they are taking medication.

Q Can people with diabetes use the Cambridge Food For Life Nutrition products?

A Many diabetics who have taken Cambridge have had remarkable weight reduction with

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no adverse effects. As a result of weight reduction and positive nutrition with Cambridge, many diabetics have been able to reduce their medication and minimize many of the other health risks associated with diabetes.

Medical supervision is mandatory because a reduction in medication is often warranted as the body achieves weight reduction and better health.

What are electrolytes and what is their function in the body?

Electrolytes are elements carried in the fluids in our bodies which carry positive (cations) and negative (anions) impulses. They include sodium, calcium, potassium, magnesium, chloride, bicarbonate, phosphate, and sulfate. Cambridge provides scientifically calibrated amounts of all these essential nutrients.

Is there any similarity between Cambridge and the liquid protein diets?

The liquid protein diet is quite dissimilar to the Cambridge formula.

The liquid protein diet was recommended to the American public with virtually no prior testing. Cambridge experienced 8-1/2 years of research and clinical testing before being introduced to our customers. We support continual ongoing research.

The sources of protein are quite different. The liquid protein product is composed of a by-product of boiled cowhide. Cambridge uses high quality protein from casein, nonfat dry milk and soy products as the primary sources of protein.

The liquid protein diet provided no balance of other valuable nutrients. Cambridge offers a very specific balance of protein, carbohydrates and fat, along with the other vitamins, minerals, electrolytes and trace elements necessary for proper body functions.

Cambridge is a scientifically engineered complete food.

I've heard that a small percentage of nutrients in Cambridge products are not "natural." Why?

The Cambridge products have been developed under the most rigid standards of quality to provide the very best products. These standards are upheld in the selection of vitamins, minerals, and other nutrients contained in all Cambridge products.

While some nutrients in Food For Life Nutrition products are from synthetic sources, when the body absorbs nutrients it does not discriminate between those from natural sources and those synthetic. It is most important to have the proper combination of nutrients in proper quantities.

How should Cambridge Nutrition products be stored?

Cambridge Nutrition products should be stored in a manner that will preserve their nutritional quality. The following storage conditions are recommended:

Food For Life formulas —
75°F (24°C) maximum

Diet and Nutrition bars —
65°F (17°C) maximum

Note: The nutrients in the Diet and Nutrition bars are very heat sensitive. Do not allow the bars to be exposed to heat (for example in the trunk of the car in the sun) for even a few hours. Before being shipped, Diet and Nutrition bars are stored under controlled temperature conditions.

Does a customer stop taking Cambridge when she/he reaches her/his goal weight?

Cambridge is a complete nutritional foundation that works for weight loss as well as lifetime nutrition. The Cambridge Nutrition and Weight Management System is designed to offer continued nutritional benefits with three meals a day supplemented by a balanced diet of conventional foods to supply adequate energy (calories) to maintain desired weight.

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REFERENCES

EXHIBIT C

**CAMBRIDGE:
AN HISTORICAL EVOLUTION**

THE CAMBRIDGE DIET

In 1970, Alan Howard, Ph.D. and a distinguished team of research nutritionists and medical doctors at Cambridge University in England, wrestled with the problem of obesity. Dr. Howard had an idea that it would be possible to discover the exact combination of nutritional building blocks that were needed by the body and that it would be possible to develop a formula which supplied all of these nutrients in a minimal number of calories.

What they developed after nearly a decade of research was an amazing nutritional "breakthrough," a meal replacement that supplied all the known nutrients the body needed in a very-low-calorie formula.

Dr. Dennis Jones, a nutritionist and specialist in food chemistry, began collaboration with the team in 1973. He converted the research concept into a commercially viable formulation. He designed and implemented a development plan including formal clinical studies to full drug-testing standards. His goal was to turn Dr. Howard's original breakthrough research into an actual product that would be accessible to the public and not just remain in medical research.

The result of this work was a concentrated yet balanced nutritional formula so unique it was patented worldwide. The commercial rights to the formula were acquired by Cambridge Plan International in the United States, and here the flavor of the formula was dramatically improved for palatability and in 1979, it emerged as The Cambridge Diet.

THE FOOD FOR LIFE SYSTEM

The second "breakthrough" occurred during the 1980's. A totally integrated system for nutrition and weight management was created under the direction of Robert O. Nesheim, Ph.D., one of the most widely respected authorities in the field of nutrition.

As Director of Research and Development at Cambridge Plan International, Dr. Nesheim built on the extensive research behind the Original Cambridge Diet formula and drew on additional scientific information and new technological developments to greatly enhance and broaden the base of the Cambridge products. The new expanded line of products were developed with added fiber, added protein to supply 100% of the U.S. RDA, additional calories, and improved taste and variety.

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The second breakthrough was achieved by successfully addressing the wider range of lifestyle influences that come to bear on making nutrition and weight management programs successful. Dr. Nesheim's team created a powerful synergy through the integration of nutrition and weight management products and programs with the added elements of peer support, activity, and behavior modification for a totally integrated nutrition and weight management system.

He worked with Dr. Nan E. Brenzel, who has a personal commitment to nutrition and weight management. Drawing on her professional experience in the clinical and research field of weight management and motivation, she designed the Behavioral Modification components of the system: the Cambridge Retreats and Control For Life, a self-study program to replace undesirable eating behaviors with good effective behaviors for long-term weight management. Dr. Nesheim continued to improve and refine the elements of the Cambridge Food For Life System until his retirement in 1991.

THE 1990'S AND BEYOND

Today, we at Cambridge are building on and carrying forward our significant heritage. We continue the tradition of caring and sharing with emphasis on the value of good nutrition through the development and expansion of Cambridge products and programs. We are dedicated to the continuing development of significant and beneficial breakthrough products and programs that support our corporate mission to promote optimal health and well-being — for life!

As a part of the Cambridge "Good Corporate Citizen Plan," a portion of the company's revenues are contributed to solving the problems of world hunger and disease through good nutrition.

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The Food For Life Weight Management System

The Food For Life Weight Management System is an integrated multi-dimensional system built around the Food For Life Meal Replacement Formula. It includes a variety of programs for caloric reduction, a self-study behavior modification program, a program to gradually increase activity levels and a comprehensive peer support program. The system has been shown to be remarkably effective in both initial reduction of weight and in the long-term retention of that weight loss. A study conducted by Opinion Research Corporation of 600 users who had lost 60 pounds or more showed that of the 400 who could be contacted after two years, more than 80% of the weight loss had been maintained.

The Food For Life Meal Replacement Formula

The Food For Life Meal Replacement Formula was developed in 1984 under the direction of Dr. Robert O. Nesheim. He began with an existing very-low-calorie diet formula developed by a team of scientists at Cambridge University and used for 8 1/2 years in clinical research. Dr. Nesheim improved the formula by insuring that it met the recognized standards for adequate levels of all the essential nutrients and, realizing the importance of palatability, he drew on his vast expertise in food technology to produce a formula that was as good tasting as it was nutritionally complete. The resulting Food For Life Formula comes in a wide variety of delicious drinks, soups, and desserts and supplies 100 percent of the U.S. RDA for protein, vitamins, and minerals, plus the required amounts of all other minerals and trace elements as recommended by the National Academy of Sciences in only three servings. The formula contains 140 calories per serving for a total of just 420 calories. It is made from the highest

quality food ingredients, contains no drugs or preservatives, and is manufactured under a quality assurance program based on the infant formula guidelines.

NUTRITION INFORMATION:		
SERVING SIZE	2 LEVEL SPOONS 40g	
SERVINGS PER CONTAINER	1 SERVING	2 SERVINGS
CALORIES	140	280
PROTEIN*	15 GRAMS	30 GRAMS
CARBOHYDRATES	18 GRAMS	36 GRAMS
FAT	1 GRAM	2 GRAMS
SODIUM*	570 mg (2.5 g)	1140 mg (5 g)
DIETARY FIBER	13 GRAMS	26 GRAMS

PERCENTAGE OF U.S. RECOMMENDED DAILY ALLOWANCES (U.S. RDA)

	PER SERVING	2 SERVINGS
PROTEIN	30	60
VITAMIN A	35	70
VITAMIN C	35	70
THIAMINE	35	70
RIBOFLAVIN	35	70
NIACIN	35	70
CALCIUM*	35	70
IRON	35	70
VITAMIN D	35	70
VITAMIN E	35	70
VITAMIN B ₆	35	70
FOLIC ACID	35	70
VITAMIN B ₁₂	35	70
PHOSPHORUS	35	70
IODINE	35	70
MAGNESIUM	35	70
ZINC	35	70
COPPER	35	70
BIOTIN	35	70
PANTOTHENIC ACID	35	70
VITAMIN K*	22.3 mcg	44.6 mcg
POTASSIUM*	670 mg	1340 mg
MANGANESE*	1.3 mg	2.6 mg
CHLORIDE*	600 mg	1200 mg
CHROMIUM**	20 mcg	40 mcg
SELENIUM*	20 mcg	40 mcg
MOLYBDENUM*	50 mcg	100 mcg

*U.S. RDA HAS NOT BEEN ESTABLISHED

**THE FOOD AND NUTRITION BOARD OF THE NATIONAL RESEARCH COUNCIL RECOMMENDS THESE DAILY INTAKES OF THESE ESSENTIAL TRACE ELEMENTS AND ELECTROLYTES AS BEING WITHIN THE RANGE REQUIRED IN THE DIET OF AN ADULT

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Components of the Food For Life Weight Management System

Calorie Reduction Programs

Users of the Food For Life Weight Management System may choose from two easy-to-follow programs: The Regular Program and The Physician Monitored Program.

The Regular Program is an 800-calorie program. It is based on three servings per day of the Food For Life Meal Replacement Formula plus a selection of approximately 400 calories of food from a Winning Foods List. This list contains prepared frozen entrees, easy-to-fix recipes and a "free" food listing of low-calorie snacks. This is our most widely used program and users will experience an average weight loss of 2 to 5 pounds per week.

The Physician Monitored Program is a 420-calorie modified fasting program. It is based on three servings per day of the Food For Life Meal Replacement Formula as the exclusive source of nutrition while being monitored by a physician. Users of this program may also choose a limited amount of snacks (80 calories) from the "free" foods on the Winning Foods List. The program is recommended only for those who have large amounts of weight to lose (30 pounds or more) and wish to lose the maximum amount of weight in the shortest possible time. In clinical trials patients following this program have an average weight loss of 16 to 20 pounds per month. As users of this program near their weight-loss goal they are required to convert to the Regular Program so that a period of adjusted food-related behavior is included.

Behavior Modification Program

Changing eating habits that result in surplus caloric intake is one of the most important factors linked to long-term, successful weight management. The Food For Life Weight Management System provides this component through the Control for Life™ Learning Program. It is a unique, self-study system designed to help build commitment, replace unwanted food-related behavior, and develop a new, higher

level of self-control. Control For Life is not complicated, requires no special counseling or support, and best of all, it's very effective. The program includes everything required for positive change, including self-evaluation and skill-building techniques...plus audiocassettes to help, even while engaged in other activities.

Including Increased Activity

Many people feel they have no control over their metabolism. The truth is that the metabolic rate can be raised simply by increasing the level of activity. When the rate of energy expenditure is increased, the rate of weight loss can be increased and a more solid foundation for maintaining weight loss is established.

The activity components of the Food For Life Weight Management System are the Set For Life™ Activity Programs. Users can choose from a simple walking program or the more advanced Set For Life Body Shaping Program.

This program is built around a unique device specifically designed to be used with the Food For Life Weight Management System. Regardless of the current level of activity, Set For Life Activity Programs are both easy and effective.

Built on a Foundation of Personal Support

The Peer Support Program

We believe that losing weight should not be a lonely experience. Studies have shown time and again the importance of peer support to aid in reaching weight-loss goals. Food For Life Counselors are available to work directly and personally with their customers throughout the weight-loss program and beyond. The Counselor has been trained to provide helpful information, to help establish a supportive circle of friends and loved ones, and if your patient chooses, can include him or her in support groups made up of others who share common problems and goals.

NOTE: For additional information on Food For Life Programs see the Food For Life Program Guide.

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Recommendations and Monitoring Guidelines

The Validity of Very-Low-Calorie Diets

For people with significant amounts of weight to lose (25-25% over ideal weight), very-low-calorie diets are now recognized as a valid and often preferred method of treatment.

The well-formulated, nutritionally complete, very-low-calorie diets of today have been extensively clinically tested and used successfully in physician and hospital-directed programs for over ten years.

Very-low-calorie diets have proven to be extremely flexible in that they can be combined with regular food or used as the exclusive source of nutrition. When used as the exclusive source of nutrition, the initial rapid weight loss is very motivational and helps to maintain a high level of commitment.

Only You Know What is Best for Your Patient

As a physician, you are the person best qualified to determine the program most appropriate for your patient and the degree of monitoring required. Although your patient may have already selected a program, we are requesting your help. If your patient has selected a modified fast and you feel it is not appropriate for them, the 800-calorie program may represent a suitable alternative. Regardless of the program selected, we strongly recommend three servings per day of the nutritional formula to insure that 100 percent of all required nutrients are provided.

Recommended Tests

We recommend the following laboratory test be administered prior to any patient embarking on a very-low-calorie diet (VLCD):

Blood

Complete Blood Count (CBC)
Blood Lipid Profile

Serum Sodium
Serum Potassium
Creatinine
Uric Acid
SGOT
Serum T4

(ONLY if clinical hypothyroidism is suspected)
Urinalysis for proteinuria
Pregnancy Tests

Electrocardiogram

A standard 12-lead ECG should be obtained as part of the pre-diet physical examination. Some physicians recommend an additional ECG weekly or after a 30-pound weight loss.

In the obese patient without complicating disease or medication, additional testing during the course of weight loss need be obtained only if suggestive signs or symptoms warrant.

Side Effects

Occasional side effects have been reported in association with the use of a VLCD. In general, these symptoms are mild and transient.

Fatigue
Cold intolerance
Headache
Orthostatic hypotension
and, with less frequency, halitosis, dry mouth, mouth ulcers, dry skin, nausea, vomiting, constipation, diarrhea, epigastric discomfort, flatulence, muscle cramps, amenorrhea, temporary hair loss, and decreased libido.

Most symptoms subside after the initial phase of dieting or upon resumption of a normal eating pattern. Many of the side effects can be avoided by maintaining adequate fluid intake (i.e. two liters of water or non-caloric low-sodium, decaffeinated liquid).



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Medication

A significant reduction in the degree of obesity can have beneficial effects on patients with some chronic diseases, including non-insulin dependent diabetes and hypertension. Therefore, a major reduction or elimination of medication may be required, particularly during the period of active weight loss. Medication levels and associated signs and symptoms must be closely monitored in these patients.

Insulin

Type I diabetics should NOT be treated with a VLCD. Type II diabetics may have oral hypoglycemia medication discontinued at the onset of the VLCD program. Frequently insulin may be discontinued at the onset or within three days of VLCD use; thus, it may be advisable to hospitalize such patients during the initial treatment to allow monitoring of glucose levels and insulin requirements. Keep in mind that outpatient control is less certain, since unreported noncompliance by the patient (i.e. failure to adhere to the VLCD program) may require a return to insulin therapy.

Laxatives

Your patient should be informed that frequency and content of stools will be reduced. If the patient has a history of constipation or requests laxatives, it may be desirable to prescribe a non-caloric bulk laxative periodically.

Refeeding

A reasonable program of refeeding should be implemented after being on any weight-loss diet and in particular after a low-bulk VLCD program. The addition of conventional foods and foods with a high fat content should be modest and gradual. Overeating after a period of using low-bulk, low-calorie products is to be avoided.

The Food For Life Program Guide includes a Winning Foods List to aid in refeeding and long-term weight maintenance.

General References

- Concerning the health benefits of weight loss, see references relative to the use of low-calorie diets.
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 14. Brownell K.D. "The Psychology and Physiology of Obesity: Implications for Screening and Treatment." *Journal of American Dietetic Association* 84 (4): 406-414, 1984.

EXHIBIT D

EXHIBIT D

NUTRITION INFORMATION		3 LBS (1.36 kg)
SERVINGS PER CONTAINER		18
1 SERVING		3 SERVINGS
CALORIES	140	420
PROTEIN	15 GRAMS	45 GRAMS
CARBOHYDRATE	16 GRAMS	54 GRAMS
FAT	1 GRAM	3 GRAMS
SODIUM	500 MG	1,500 MG (1.5 g)
DISTILL. WATER	1.3 GRAMS	4 GRAMS
PERCENTAGE OF U.S. RECOMMENDED DAILY ALLOWANCE (U.S. RDA)		
PER SERVING		PER DAY (3 SERVINGS)
VITAMIN A	35	100
VITAMIN B	35	100
VITAMIN C	35	100
VITAMIN D	35	100
VITAMIN E	35	100
VITAMIN K	35	100
IRON	35	100
CHLORINE	35	100
NIAGEN [®]	35	100
FLUORIC ACID	35	100
VACCINUM	35	100
PHOSPHORUS	35	100
DIODINE	35	100
MANAGOL	35	100
ZINC	35	100
COPPER	35	100
ROTON	35	100
PANOTHENIC ACID	35	100
VITAMIN H	22.5 mg	67 mg
POTASSIUM	1.3 mg	4 mg
MANAGANISE	1.3 mg	4 mg
CHLORIDE	600 mg	1,800 mg
VACCINUM	20 mg	60 mg
SELENIUM	20 mg	60 mg
NICKELVITAMIN [®]	80 mg	150 mg

¹U.S. RDA HAS NOT YET BEEN ESTABLISHED FOR THESE VITAMINS.

THE FOOD AND NUTRITION BOARD OF THE NATIONAL RESEARCH COUNCIL RECOMMENDS THESE QUANTITIES OF THESE ESSENTIAL TRACE ELEMENTS AND ELECTROLYTES AS BEING WITHIN THE SAFETY RANGE FOR THE USE OF 22 TO 25 GRAMS OF THIS PRODUCT PER DAY.

YOUR CAMBRIDGE FOOD FOR LIFE® CONSULTANT IS:

YOUR CAMBRIDGE FOOD FOR LIFE® CONSULTANT IS:

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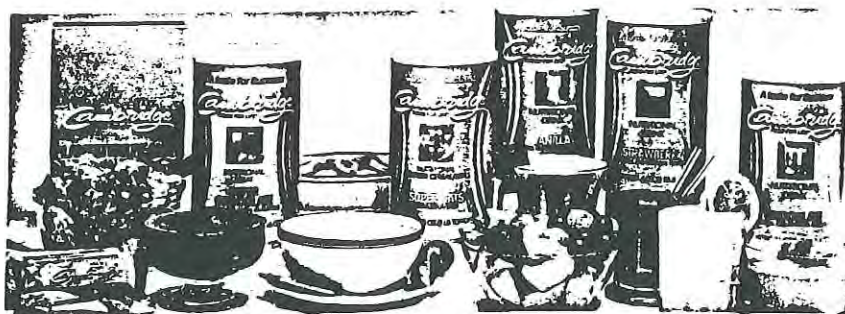
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EXHIBIT D

**...not just a liquid!**

The Cambridge Food For Life Nutrition formula, so unique it has been patented worldwide, is the cornerstone of the Food For Life Weight Management System, and is available in a variety of products:

- Delicious drinks
- Hearty, high-fiber cereal
- Satisfying soups
- Rich, chocolaty pudding
- Nutritious bars

The Food For Life Weight Management System offers four program options to put you in control and keep you in control.

PROGRAMS

FAST START PROGRAM — With the Fast Start Program you can reduce up to 15 pounds in just two weeks. You use the Cambridge Food For Life formula as your exclusive source of nutrition. If you have no pre-existing medical conditions, you may use the product without medical monitoring for a period of up to two weeks.

PHYSICIAN MONITORED PROGRAM — Recommended for those who have large amounts (30 pounds or more) of weight to reduce, this program will result in a maximum amount of weight reduction in the shortest possible time. In clinical trials the average weight reduction for those on the Physician Monitored Program was 16-20 pounds per month. In this program the Cambridge Food For Life formula is the exclusive source of nutrition, and medical monitoring is required.

Both the Fast Start and Physician Monitored Programs can be used as a way to "get off to a fast start" before embarking on the Regular

Program. The initial rapid weight reduction has been found to be the most effective way to gain control over your eating habits and reduce weight.

REGULAR PROGRAM — This program is ideal for low, moderate, or high weight-reduction goals, and can be adapted to any lifestyle. You can reduce 2 to 5 pounds per week on the Regular Program. These delicious formula drinks, soups, or bars combine with 400 calories of regular food for a total of 800 calories per day. Your regular food choices will consist of entrees or snacks selected from a specially prepared list called *Winning With Foods*.

WEIGHT MAINTENANCE PROGRAM — Designed for people who are satisfied with their current weight but are concerned about getting all the nutrition their body needs or those who have recently reduced their weight and wish to avoid regaining that weight. These Cambridge Food For Life meals a day, in conjunction with regular low-fat meals similar to those on the *Winning With Foods* list, will provide you with a full day's supply of required vitamins and minerals.

PEER SUPPORT

Peer Support is an integral part of any weight management program. The Cambridge Food For Life System is built on a foundation of personal support. Your Cambridge Consultant has personally experienced the products and programs, and is eager to share them with you.

Peer support includes:

- Helping you set your personal goal
- Providing encouragement and support
- Assisting you in setting up personal support groups

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EXHIBIT D

- Teaching you various recipes for drinks, soups and desserts
- Maintaining records of your progress
- Introduction to your Partner in Progress (PIP)
- Helpful information and support during your initial use of the products and programs

CAMBRIDGE RETREATS

Unique to the Cambridge Food For Life Weight Management System are retreats. Held periodically throughout the country, these weekend retreats provide an opportunity for you to regain your commitment to weight reduction, weight management, or lifetime nutrition.

The ideal way to begin your Fast Start Program, retreats offer:

- Fun, low-cost get-away weekend in a resort environment
- Education and information on nutrition
- Behavior modification techniques
- Opportunity to begin a walking program
- Time to relax, with the support to begin your weight reduction program
- Hundreds of helpful hints to help you reach your goal

**BEHAVIOR MODIFICATION**

... without the mystery

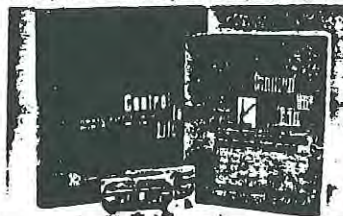
It's one thing to take weight off -- it is something else to keep it off. Unlike most weight reduction plans, the Cambridge Food For Life System includes the vital element of behavior modification designed to change your eating habits for life.

The Control For Life® Learning Program for behavior modification and self-control provides:

- Step-by-step, easy-to-follow guidelines to behavior change
- Tools for changing your undesirable eating behaviors

- Self-study system designed to help you build commitment
- Audiocassettes for repeated listening

With Control For Life, developing new behaviors is easy, even fun. And, you'll be in control for life.

**ACTIVITY PROGRAM**

Physical activity is very important in any weight reduction or weight management program. Research shows that an aerobic program of at least 20 minutes for a minimum of 3 times each week is one of the most effective and beneficial activity programs you can embark on.

When you increase your activity level and begin to exercise, you'll find you will:

- Have better control over your appetite
- Stay more easily committed to your long-term weight management program
- Improve your lean body mass
- Improve your cholesterol level
- Improve your self-esteem
- Reduce your anxiety and stress levels

Walking has proved to be an excellent form of aerobic activity... It's easy, it requires no special equipment, it's not hard on your body. Cambridge provides Walking Program guidelines to start you on your way.



EXHIBIT D

... treat your body with ultimate respect...

Think of your body like a nutritional puzzle—each nutrient has its own shape and plays a specific role in your total nutrition.

NUTRITIONAL BALANCE

There is a link between balanced nutrition and being overweight. If your plan does not provide all the nutrients you need, it will trigger hunger. Hunger leads to overeating ... and overweight.

- Excess weight is linked to nutritional imbalance
- Hunger, leading to eating an excessive amount of calories, may be triggered by imbalanced nutrition
- The average person must consume 1800-2800 calories per day in conventional foods to obtain 100% of all vital nutrients
- Simply reducing calories to use up stored body fat is not enough; your body needs to be nutritionally balanced



Each nutrient fits a specific body need



Imbalanced nutrition can cause constant hunger

safe... simple to use, easy to enjoy... sensible

Based on nutritionally balanced products that take the guesswork out of nutrition, the Cambridge Food For Life Weight Management System enables you to maintain your target weight safely for life.

NEGATIVE CALORIC INTAKE

It's simple. If you consume more calories than you burn, you store the extra calories as fat, and you gain weight. Take in less than you need, and you burn fat.



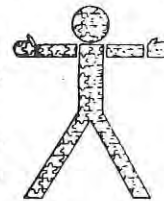
One pound of body fat = 3500 calories

- Depending on exertion, you burn 1500-2800 calories per day
- Consume more calories than you burn and you gain weight
- Burn more calories than you consume and you reduce weight
- Your goal is to consume fewer calories than your body uses

THE ANSWER IS ...

Cambridge Food For Life nutritional products are formulated to meet 100% of your body's nutritional needs in the fewest calories possible.

- One of the most successful plans of all time
- More than 8,000,000 people have successfully used the program
- Contains a precise balance of protein, carbohydrate, and fat together with 100% of U.S. RDA for all vitamins, minerals, and trace elements, all in only 420 calories per day
- No plan is simpler, safer, or more effective
- Pioneer program in the VLCD (Very-Low-Calorie Diet) field



**NOWHERE ELSE CAN YOU GET SO MUCH NUTRITION
IN SO FEW CALORIES!**

EXHIBIT E

**TREAT YOUR BODY
WITH ULTIMATE RESPECT**
for a fraction of the cost of
clinic-consultant based programs

EXHIBIT E

Cambridge Food For Life® Weight Management System *gives you the answer to your dreams!*

- 100% of the U.S. RDA for protein, vitamins, and minerals plus trace elements and electrolytes: all essential vitamins and minerals you need every day for health and vitality. It's all there—everything but the calories!
- Fast, effective, safe weight reduction!
- A perfect foundation for life-long nutrition and weight management.
- A formula that satisfies—fights hunger—so easy to stay on—so easy to use.
- Contains no drugs or stimulants.
- 11-1/2 years of research and clinical testing by physicians and scientists.
- Personalized service and individual support to assure your success ... *and affordable.*

Would you like to know more?

• As a Weight Reducing Program:

This unique nutritional formula was created after 8-1/2 years of research and clinical testing. Its nutritional balance causes the body to burn up the maximum amount of its own excess fatty tissue in the shortest possible time.

• As a Lifetime Nutrition Plan:

Studies have shown that balanced nutrition, coupled with low-fat eating and exercise provides long-term medical benefits, such as

- ... *improved blood pressure*
- ... *improved heart and respiratory function*
- ... *improved energy*
- ... *lowered stress*



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EXHIBIT E

A summary of the Cambridge Food For Life Weight Management System

PRODUCTS

- High-Fiber Oat Cereal
- Creamy Tomato and Hearty Chicken Soup
- Rich, Chocolate Pudding
- Vanilla, Chocolate, Strawberry Drinks
- Great tasting nutrition/snack bars

PROGRAMS

Fast Start

reduce up to 15 pounds in two weeks

Physician Monitored

medically responsible approach for those with great amounts of weight to reduce

Regular

moderate weight reduction of 2 to 5 pounds per week
plus

a lifetime nutrition plan for those who want to achieve and maintain better health.

Including...

step-by-step, easy to follow tools for changing your eating behavior and adding activity to your life.

SUPPORT

Built on a foundation of personal support designed to suit your lifestyle.

Why Weight?

Call Your Cambridge Consultant Now!

EXHIBIT F

EXHIBIT F



Volume 8, Number 1

Good Health & Prosperity For The 90's

January/February, 1992

\$36 BILLION WILL BE SPENT ON DIET PRODUCTS & PROGRAMS THIS YEAR!

HOW CAN YOU TAKE ADVANTAGE OF THIS OPPORTUNITY? (SEE WHEN BAD NEWS IS GOOD NEWS FOR BUSINESS, PAGE 11)

53 MILLION ADULT AMERICANS WILL GO ON A DIET THIS YEAR

consume diet
foods 67%



DIET FACTS

Two-thirds or 53 million adult Americans will go on a diet this year. Half of American women go on a diet each year. This year, Americans will spend \$36 billion on diet products and programs. The opportunity has never been greater, the diet market has never been larger!

Cambridge has been on the leading edge of the diet industry over the past decade and has touched over seven million people who achieved a better quality of life through the use of our products and programs. As we reposition our company to target health, nutrition, and weight management, Cambridge will have a more substantial niche in this lucrative industry.

As we rebuild this company for the 90's you have an excellent opportunity to get in on the ground floor of this explosive industry. There is no limit to what we can achieve. Guided by our vision of continual improvement and committed to achieving good health and prosperity, we can make this a fabulous new decade for Cambridge.

We at Cambridge headquarters pledge our support to you, our customer and our sales force. Your success is our #1 priority.

RESTATEMENT OF MARKETING TOOLS

For your review we have summarized some of the marketing tools available.

Prospecting Tools:

- Cambridge Prospecting Flyer
- Cambridge Prospecting Brochure
- Cambridge Point of Sale Poster (available 3/25/92)
- Breakthrough Newsletter (3 issues, 1992)
- Homebased Scripts (available upon request) We have increased daily sales as much as 20% with them!

packages for your local use. For information we require to give to your local news media, see Media Message, page 11.

- Media Packages for Retreats
- Videotape. Andrea Ileo and Lynne Murphy on Cable TV is available as an example of the coverage you can obtain at no cost to you. It is also a good example of how to present the benefits of Cambridge. Other examples: Donna Dugan's business cards (see Models of Excellence) and ad slick (see Tributes). Also see Janice Jones' Classic Marketing Techniques (page 11 in this issue).

Continued on page 10

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EXHIBIT F



THE ART OF STRATEGIC VISION®

FOOD FOR THOUGHT

We hope that you found our new creation, "Food for Thought", useful. We have been hearing requests for more communications for all Leaders and Consultants—more tips, news, and practical sales "how-to's". Food for Thought was our attempt to answer many diverse questions quickly and simultaneously. In addition, it was a way to provide you with some quick marketing ammunition, such as the comparison charts and "10 Ways to Increase Sales Volume—Now!"

Our intention is to use Food for Thought as a vehicle to give you quick responses to issues that concern you. Food for Thought provides a vital link between the home office and the field because our BREAKTHROUGH newsletter has been elevated to function as a more comprehensive marketing tool and organizational development vehicle.

COMMUNICATION IS CRITICAL

Breakthrough has always been important in communicating with you. In more re-

cent years, Breakthrough was used to provide recognition for successes and to announce new products, promotions, and policies.

BREAKTHROUGH AS A STRATEGIC DOCUMENT

Since joining the Cambridge family, we have expanded the scope of Breakthrough to include in-depth reporting on all aspects of our business. As such, the new Breakthrough newsletter has become a critical and cost effective vehicle to forge our future together.

It is deliberately designed to set the tone for unifying our entire organization and to help us focus on the direction we wish to take in actualizing the dreams of our entrepreneurial spirits.

Through our expanded scope and in-depth reporting, Breakthrough delivers essential training and marketing concepts (see BACK TO BASICS, Nov-Dec issue, and Models of Excellence, Sept-Oct, Nov-Dec, and this issue; specific marketing how-to's, see MEDIA MESSAGE in Consultant's Corner, page 11, this issue). Breakthrough makes visible and concrete the training and development taking place in the field through extensive use of photos, drawings, and other illustrations.

All the articles are designed to be informative, inspirational, and to help you improve your business. For example, this issue includes a working card system to help you manage many customers more easily. (See Models of Excellence, this issue).

Breakthrough is signifi-

cant as a recruiting device—it communicates to potential new customers and Consultants that we have substance and purpose.

Breakthrough is a testing ground where we create primary materials for our training programs. In each issue of Breakthrough, we address the current issues in the field. We also include program position papers and share some of our best Retreat handout materials.

Keep your issues of Breakthrough and order back issues to use as handouts. Use them as a reference tool, as a sales tool, as a recruiting tool, and as a working manual to design your personal business plan. Read them at your leisure, and read them in-depth. Breakthrough is designed as a strategic document to help you leverage your time and energy and to help you break through to success.

BREAK THROUGH WITH STRATEGIC PLANNING

If you're failing to plan, you're planning to fail.

I strongly believe that the growth of Cambridge is based on each of you being connected to your own central concerns and desires and out of those, creating your unique goals and objectives and committing to specific step-by-step actions to plan your work, and work your plan. Successful people and successful organizations create strategic visions and develop strategic plans based on these principles.

Don't settle for what is. Take control of your life and make the commitment to be-

come an active participant. All of your dreams and aspirations can be realized if you are willing to make the commitment. So, let us help you move forward. Set your goals and make sure you are getting the support you need to succeed.

Linda

Linda Hevern
Vice President

Ask us about Visionary Leadership training in your area.

Most people plan their vacations better than they plan their lives—Mary Kay Ash

As a member of the Board and Vice President of Professional Development for the American Society of Training and Development, Linda has created many training programs for people in business and brings to you some of the most powerful breakthrough insights that came from working with some of the best in the business over the last decade. Her Visionary Leadership series received national acclaim and is based on powerful planning models that leverage organization creativity and mobilize people to move forward toward inspired performance and high achievement.

The Art of Strategic Vision



©October 1987 Linda Pedrazzini

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EXHIBIT F

Models of Excellence

A SIMPLE SYSTEM FOR SUCCESS

Following a successful 21-year career with McDonnell Douglas, Donna Dugan joined Cambridge over 10 years ago, and has been a successful member of our Circle of Champions since 1985. Through trial and error and much hard work, Donna has developed a tracking system for new and ongoing customers that works. She manages many and keeps it short and simple (KISS) with a system she designed to work smart, not hard!

- Consistency:** Donna works her Cambridge business on an 8-10:00 a.m. schedule, Mondays, Wednesdays, and Fridays. This time is set aside for telephone calls.
- Support:** Donna provides continued support to her customers not only during their weight loss program but during their weight maintenance program as well.
- Product Knowledge:** Donna continually studies the weight loss industry, including nutrition and behavior modification.
- Persistence:** "Ninety-nine out of 100 people don't call me for help so I call them every Monday, Wednesday, and Friday," says Donna. "Throughout the first two weeks on the program, I am there for them. People don't like to diet. I know that. We definitely work in the hospital, and it's not the maternity ward," she states dryly. Recognizing that, once Donna starts a customer on the program, she works with them, providing support wherever possible to help them reach their goal.
- Tools:** The backbone of her business, Donna has created some valuable tools which allow her to handle a large number of retail customers in a minimal number of hours each day she works the business.

Donna uses a 3-card system for tracking new and ongoing customers, and shares her simple, straightforward system here:

Three Card System

New Customer—Hot Pink Card



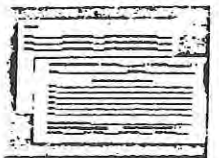
For new customers, Donna makes a hot pink "New Customer" card. Customers are asked to call 8:00-10:00 a.m. on Mondays, Wednesdays and Fridays. When they don't call Donna, she calls them.

Ongoing Product Needs—Green Card



If customers call her when they have a challenge or a question, Donna makes a green card, letting them know she will call them when she sees they are getting low in product to remind them to reorder.

Continued Support—Yellow Card



If a customer wants continuing support 1, 2 or 3 times each week, or wishes to join her support group, Donna makes a yellow card.

The tool that makes it work is basic — a cardfile box with two sets of dividers

SET 1

Tabbed 1-31
(for each day
of the month)



Continued on page 4

EXHIBIT F

A Simple System For Success (Continued from page 3)

SET 2

Tabbed
Jan-Dec

This "tickler" file means no more forgotten customers, letting one slip by without a call or reminder from you. It's the simplest, most effective system you can use. These 5" x 8" dividers can be purchased in any office supply store. Why 5 x 8? It allows adequate room to make notes and write legibly so you are able to decipher your notes at a later date.

DONNA'S SUPPORT SYSTEM



Two weeks into their program, once a new customer is ready to purchase additional product, Donna presents them with 4 pages of detailed information about her support system:

The Telephone—Lets her customers know she's just a phone call away.

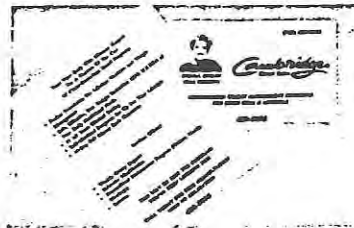
Support Group—Gives her customers information about her weekly support group which may mean the difference between success and failure to a customer.

Behavior Mod—Additional support on a weekly basis featuring modules created around the Control For Life program.

A copy of these informative pieces may be obtained by calling the Cambridge Order Desk, 1-800-4-HEALTH.

To elicit commitment from her customers, Donna now charges for these support programs—a 6-week program costs \$30. If they complete the program, staying with their commitment, she rebates their money plus they receive one free can of product.

BUSINESS CARDS



Key to Donna's success is positioning. She positions herself in Houston as a leader, an expert in the field of health and nutrition. One way she positions herself is through her business card. Donna is a pro, and wants recognition as a pro, which led her to now use a business card featuring her photo and she runs a local ad using this same photo. Over time, this type of card, coupled with similar advertising, builds recognition.

Her fold-over card provides more space to deliver her message. Think of your card as a billboard—and blast your message. Long after you're gone, when your potential customers come across your card, is it leaving the message you want? Do they know who you are, what you do, and more importantly, what you can do for them?...Donna's card says it all!

Last, but not least, Donna uses a small clear mylar sticker with this simple message on each can lid:

Have Questions?
Need Support?
Need Product?
Call Donna...480-9095



Donna's tools are basic, and they work. She handles a large retail business, yet still has time to devote to her organization.

EXHIBIT F

NATURAL/TARGET MARKETING

Let's talk target marketing. Target marketing is where it's at in the 90's. This column will feature specific target marketing ideas to help you build your business over the next year.

What is target marketing? Target marketing is pinpointing special groups of people that share commonalities.

Who is my target market—and what are the needs of this market? Seeking out a particular market segment (e.g., new mothers, beauty consultants, professional women, etc.), you begin to specialize in this particular group of people, learn to understand their specific needs, and talk their language. And in doing so, you learn how to get the best return for your effort.

Target markets come in all shapes and sizes and are typified by a wide variety of characteristics and may be classified by business, profession, age, special interest, etc.

In targeting a market, a group should be:

1. Identifiable and accessible
2. Identifiable by common characteristics (age, income, sex, hobbies, etc.)
3. Identifiable by needs, e.g., new mothers/health and nutrition; professional women's groups/nutrition-fitness-health-weight management; retired/health; etc.
4. Connected through a system of communications or network that will foster referrals from one group member to another (meet monthly, share the same newsletters, belong to the same association or group)

To help you approach your markets systematically, here are some pointers:

- | | |
|-----------------------|--|
| Identify your market | —Look for common needs |
| Research your market | —Use the library to obtain information on your selected group (see Encyclopedia of Associations) |
| Penetrate your market | —Attend network meetings |
| | —Join their associations, clubs, or chapters |
| | —Subscribe or obtain copies of their newsletters |
| | —Find out their company affiliation |
| | —Check out their trade journals |
| | —Work their trade shows |

Once you do your homework and spend the time to work this

market, the benefits begin to come back tenfold. Your phone begins to work both ways—they will call you, seeking you out.

Your target market should grow out of your natural market, that is, it should naturally flow from your interests, concerns, profession, or affinity. For many of us, professional women are our natural market, and therefore, an excellent market to target.



THE PROFESSIONAL WOMAN/ YOUR NATURAL MARKET

An excellent natural market to target for the Cambridge Consultant is the professional woman. Demographically, Cambridge will be targeting this entire group, but locally Consultants should pinpoint a specific group within this larger group. Examples of specific groups that organize on a local basis are: real estate saleswomen, teachers, nurses, nutritionists, small business owners, financial women, secretaries, retail managers, association executives, all women who have more money than time.

By narrowing down a broad category to a specific group or groups, you can more effectively focus on their needs, and can target your message to those needs. Attending their meetings, joining their networking groups, or attending their association meetings, you will be perceived as a peer who understands their needs.

The first step to finding and targeting a specific group is research. Check your local newspaper or the library to find out what groups meet locally. An excellent resource for information about associations is the Encyclopedia of Associations, which lists the state associations and where they meet. A few phone calls will give you the information you need.

Local groups you might look into are:

- 1) Local Chamber of Commerce
- 2) NAPS (National Association of Professional Saleswomen)
- 3) NAWBO (National Association of Women Business Owners)
- 4) Association of University Women
- 5) American Association of Nurses

Call for their meeting schedules. Let them know you are considering joining (perhaps as an associate member) and ask to attend a meeting as a guest.

Continued on page 12

Complaint

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EXHIBIT F

TRIBUTES

Recognition based on combined volume for October, November & December 1991.

TOP CIRCLE OF CHAMPIONS



- | | Name | Location |
|----|---------------------|---------------------|
| 1. | Betty & Paul Parker | La Mesa, California |
| 2. | Donna & Bob Dugan | Houston, Texas |

TOP CONSULTANTS



- | | Name | Location |
|----|------------------------|-----------------|
| 1. | Stephen & Arlene Reiss | Bronx, New York |
| 2. | Vickie & Trina Ngo Vu | Houston, Texas |

TOP AREA DIRECTORS



- | | Name | Location |
|----|----------------------|--------------------------|
| 1. | Kay & Dan Marovich | Rancho Palos Verdes, Ca. |
| 2. | Millie & Billy Chron | Burton, Michigan |

TOP PERFORMING ORGANIZATIONS

- | Rank | Name | State |
|------|-----------------------|-------|
| 1. | Betty & Paul Parker | CA |
| 2. | Donna & Bob Dugan | TX |
| 3. | Janice & Mel Jones | MA |
| 4. | Barbara & Gary Lazar | FL |
| 5. | Kay & Dan Marovich | CA |
| 6. | Millie & Billy Chron | MI |
| 7. | Alex & Ray Boswell | FL |
| 8. | Bill & Betty Gray | CO |
| 9. | Heidi & Mike Kirkland | CA |
| 10. | Anne McAlister | AL |

TOP DIVISION MANAGERS



- | | Name | Location |
|----|----------------------|-------------------------|
| 1. | Gerry Davis | Cleveland, Ohio |
| 2. | Ruthann & Bob Morris | Chula Vista, California |

Special thanks go to these top Consultants (combined volume, Aug. thru Dec. 1991) who are building their businesses while we build ours!

TOP UNIT LEADERS



- | | Name | Location |
|----|---------------------|------------------|
| 1. | Ramona & Leon Steel | Tigard, Oregon |
| 2. | Patricia Foreman | Orlando, Florida |

- | Rank | Name | State |
|------|--------------------------|-------|
| 1. | Stephen & Arlene Reiss | NY |
| 2. | Marie Coyle | PA |
| 3. | Vickie & Trina Ngo Vu | TX |
| 4. | Martin Chang | CA |
| 5. | Clorinda Leon | FL |
| 6. | Ruby McBrayer | MS |
| 7. | Patricia & John Hutchens | LA |
| 8. | Gloria & Todd Archbald | TX |
| 9. | Anna Reilly | NJ |
| 10. | Ruth Saulnier | WA |

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EXHIBIT F

& TRIUMPHS



Cambridge® Food For Life Programs

*Just One Daily 15-Minute Class
To a Woman At The Out of Control Diet Program*

- Proven Foundation For Lifetime Nutrition and Weight Management
- Safe, Effective, Fast Weight Reduction - 2000 MILES of Your Daily Roundabout Road
- 12-18 Year Clinical Testing
- Individualized Program Set Up For Your Lifestyle
- Money Back Money Back Guarantee

SERVICES OFFERED

- Weekly Group Support
- Personalized Education Program
- Individualized Coaching
- Seminar Motivation
- Success

THIS MAY BE JUST THE PROGRAM YOU'VE BEEN LOOKING FOR
CALL TODAY FOR YOUR CONSULTATION WITH NO OBLIGATION

480-9095

Donna Dugan - #1 in 1991

According to Donna Dugan, Some people make it happen! Some people watch it happen! Some people wonder "what's happening!" The choice is up to you.

Donna wants to know who wants to build a business. She tells people who are going to "make it happen" to please call and let her know.

Local Visibility Through Local Efforts—Cambridge Is Back!

Many of our Leaders have been creating marketing experiments to expand their business. Here is some of what is being developed and achieved.

Local Radio: Janice Jones has been broadcasting nutritional information and talking about her Cambridge business on a local radio show beginning in January. Two disc jockeys at the radio station are on the program, losing weight, and talking it up on the air!

Trade Shows: Joy Schlender of Orlando, Florida, called us full of excitement about a trade show she participated in for the health industry people. She provided samples of the product and handed out Cambridge literature. She reported a great turnout that produced a lot of interest in Cambridge products and programs.

Cable TV: "In the ten years I've been in this business, the

best response I've received from any advertising or promotional has been from a local cable show called "Farbustlers", says Andrea Ileo after she and Lynne Murphy appeared on Cable TV in Richmond, Virginia, to talk about Cambridge. Not only was the visibility free of cost, but they now have a professionally prepared videotape of their presentation. (A copy of this videotape is available on request by calling 1-800-4-HEALTH).

Two of Andrea's successful new customers, April Hargrove and Kim Pell, discovered Cambridge through the show and are so thrilled with their results that they are already sending her referrals. This is what they have to say:

"You were right about the energy level. I've been coming home from work and cleaning my house!", says Kim. Said April, "I don't see how anyone could have a problem with this diet. It's so easy!"

Andrea Ileo has good reason to show off...she is a product of the product!



Ten years ago Andrea went from 170+ lbs. to...



WOW!

Complaint

123 F.T.C.

EXHIBIT F

CAMBRIDGE CUISINE

PLANTATION PEANUT BLIZZARD

Dana Marshall, Los Angeles, first introduced Cambridge pies at the Los Angeles Cambridge Direct Sales Academy. Susan Weinstein, Orlando, took the recipes and introduced them to the Florida contingent where they have become a mainstay of their programs.

Tip: Make the pie crust ahead of time and give it time to cool before filling. This allows for less setting time.

Crust: Spray pie plate very lightly with Pam Butter spray*. Sprinkle with 1 scoop Super Oats and tap lightly to spread the Super Oats up the sides. Bake at 400 degrees for 4-5 minutes or till golden brown. Remove crust from oven and spray with water, using a mister.

Filling: 11-12 oz. cold water
1/2 cup hot water
2 packages Knox unflavored gelatin
3 scoops Super Chocolate
3 packages Equal
Peppermint or Peanut Butter flavoring
*1 spray = 2 calories

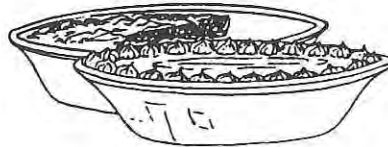
Step 1: Mix 4 oz. cold water with 2 pkgs. Knox unflavored gelatin. Set aside.
Step 2: Pour 7-8 oz. cold water in blender, add 3 scoops Super Chocolate and blend until mixture is super thick.
Step 3: Add 1/2 cup hot water to gelatin mixture; add gelatin mixture to Super Chocolate mixture in blender. Blend.
Step 4: Add 3 packages Equal and one of the following flavorings to taste (1/4 tsp-1/2 tsp).

For Chocolate Mint Pie:
Add Peppermint Patti Flavoring

For Peanut Butter Pie:
Add Peanut Butter Flavoring
(adds 7 calories)

Step 5: Pour mixture into crust, and refrigerate for at least one hour.

1 full pie = 2 Cambridge servings



A new taste sensation, courtesy of Elaine Newbill and Laurelle Pittman, this thick, rich and creamy shake is not only delicious but leaves a surprise of crunchy nuggets at the bottom of your glass.

7-8 oz. cold water
Ice
1 scoop Rich Vanilla Shake (OCD formula)
1 Plantation Peanut Bar

Add water and enough ice to blender to equal 12-14 oz.; blend. Add Rich Vanilla Shake; blend. Break up 1 Plantation Peanut Bar and add to mixture; blend again. Pour into frosty glass and enjoy this delicious treat!

HOT CHOCOLATE

Perfect for cold nights...kids love it for breakfast, too! Hot and nutritious, it's great for the entire family—company, too!

8-9 oz. hot water
1 pkg. Equal
2 scoops FFL Chocolate Drink
Cinnamon

Mix all ingredients in blender (be sure to vent lid on top of blender to allow pressure to escape while blending hot beverage). Pour into cup, and enjoy.

Even if you are not a chocoholic, this hot drink hits the spot!



CAMBRIDGE CAPUCCINO

So simple, but oh, so nice!

Prepare:
6 oz. hot coffee in an 8-10 oz. mug

Add:
1 pkg Equal

Top with OCD Vanilla Topping (recipe follows)

Topping:
8 oz. cold water
1 scoop OCD Vanilla Shake

Mix in blender. Spoon on top of coffee. Makes enough for 4 servings.

EXHIBIT F

CAMBRIDGE PRODUCTS

BUSINESS BUILDER



New!
101 Hot Tips: For Success With Your Cambridge Weight Management Program

101 Tips to help your customers **STAY** on their program! (audiocassette & text)

- Motivational, fast-paced
- Helpful tips to keep you committed
- Dozens of quick recipe ideas
- Ideal for new customers
- Perfect for anyone recommitting to their nutrition program

Build your business:

- Having a meeting? Use as an invitation
- Handout during your support meetings
- Mail to your active customers
- Offer to customers as an incentive to restart their program
- Ideal follow-up for Retreat attendees

101 Hot Tips Code# 630511 \$5.00
FREE with your product order while supply lasts!

FIRST TIME AVAILABLE!

Assorted Flavoring Packs

Variety 6-packs of flavorings are now available in the following assortments at a new low price:

Assorted Pack #1	Almond Coconut Peanut Butter Pistachio Vanilla Vanilla Custard
Assorted Pack #2	Irish Cream Peanut Butter Peppermint Pistachio Vanilla Vanilla Custard

Mix FFL Vanilla with Pistachio or FFL Chocolate with Peanut Butter. Or, for peppermint stick flavor, mix FFL Vanilla with hot water and Peppermint Patti. And, for a different twist, add Irish Cream to your coffee for Cappuccino (see Cambridge Cuisine, page 8, this issue).

Assorted Pack #1	Code# 756100	\$6.00
Assorted Pack #2	Code# 756101	\$6.00

APPETITE SATISFIER

Aloe Fresh Gum

Calories: 2 calories per square
 Caloric Source: Carbohydrates
 Derived From: Jerusalem artichoke, Inulin

What Makes It Work? Is It All In My Mind?

No, it's not all in your mind. Physiologically, your body receives a small supply of fat free fuel to temporarily satisfy your hunger. Psychologically, it works when you realize that the point at which you want food may not really be hunger related, but it is your mind telling you you want food because you smelled, saw, or started thinking about food.

When To Use Aloe Fresh Gum

1. When you find yourself reaching for conventional



food...STOP! Take 2 squares Aloe Fresh Gum and substitute another activity or listen to the relaxation side of your Control For Life audiocassette. Because each Aloe Fresh square contains a small amount of calories, when you are sole sourcing, the added carbohydrate may increase your appetite. We recommend you use Aloe Fresh Gum only if you have experimented with gum in the past and it did not make you feel hungry.

2. When you transition from the Fast Start (Sole Source) Program to the Regular Program, chew 2 squares of Aloe Fresh

about every 2 hours. It can help satisfy you between meals.

3. When you are on the Regular Program or Maintenance Program, chew Aloe Fresh Gum when you feel hungry. For most people, this occurs about four hours after eating a small meal of conventional food or Cambridge product. Some people use Aloe Fresh Gum to satisfy a sweet tooth or have a desire for chewing. 60 squares per bottle.

Regularly \$10.50/bottle

Code# 785502

Complaint

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EXHIBIT F

NEW CONSULTANTS

- IFSOs (Initial Fast Start Orders). A one-time-only opportunity to set up inventory at a discounted wholesale cost. Order must accompany Consultant Agreement.

IFSO C: for the full-time Consultant. Package costs the Consultant \$1004.60 (\$1856.00 value) and yields a \$848.30 profit.

IFSO B: for the part-time Consultant. Package costs \$509.89 (\$900.00 value) and yields \$389.90 profit.

IFSO A: for the wholesale user. Package costs \$206.30 (\$368 value) and yields \$164.65 profit.

- Academy 101, Vol 1: Personalizing your Cambridge Business. A how-to-build-your-own Cambridge business successfully.

NEW CUSTOMERS

- Fast Start Success Plan (3 cans FFL, 4 flavorings and 32-oz chug mug)
- Regular Success Plan (2 cans FFL, 4 flavorings, 32-oz chug mug, plus one box of bars)
- 101 Hot Tips—audiotape for program success
- Control For Life tapes and self-study workbook to help you gain awareness and modify behavior, complete with guided relaxation and music audiocassettes.

CONSULTANTS & LEADERS

- Leadership Retreats and Trainings—available by special arrangement. A Cambridge program designed to meet your special needs for success and to motivate others to achieve their own inspired performance.

UPDATE: JANICE JONES...DIRECT SALES AT ITS BEST! (see Models of Excellence, Nov-Dec issue)

Using a variety of classic marketing techniques, Janice Jones has been highly successful repositioning herself and focusing on a more lucrative market, as well as using high powered media for the 90's. Here's what she did:

- Selected the type of market she was aiming for—Janice targeted those interested in nutrition, mainly professional women.
- Was flexible with her knowledge of the product and the use of the product. (This meant adapting her presentation to fit the needs of the person she was talking to.)
- Focused on using the product with conventional food.

Janice also uses a variety of ways to reach people:

- Yellow Pages

- Bridal Shows (mostly young people)
- Interviews on Cable TV about nutrition and fat-free foods
- Radio show—Broadcasts weekly about nutrition and her Cambridge business
- Women's network—Attends luncheons hosted through a local college once a month. At these functions, Janice distributes brochures and her business cards.
- Communication—Talks to people about what she does.
- Keeps in touch—Stays in contact with the customers she starts on the product (even if they are not currently using it). As Janice says "you never know what will trigger them to call." She stays in touch by:
 - Telephone
 - Monthly mailings

Janice emphasizes that not only must these things occur all the time, they must be used in conjunction with one another if you're going to make your business prosperous.

TASK FORCE REPORT

These suggestions provided by our task force on advertising and visibility for making yourself and your business visible are simple—and they work!

- | | |
|---------------------------|---------------------------|
| Business cards with photo | Fairs, Malls, Trade Shows |
| Flyers | Brochures |
| Pins/Buttons | Newsletters |
| Newspapers | Yellow Pages |

Ruth Ann Morris, Chairperson of our task force, designed a flyer which she distributes to beauty salons, banks, bridal shops, and baby shops. She requests permission to leave several flyers letting the manager know she will pay \$10 for each referral from the shop. Attached to each flyer are several of her business cards. And Ruthann says, "Business is great."

EXHIBIT F

BAD NEWS IS GOOD NEWS FOR BUSINESS!

The Professional Woman
(Cont'd from page 5)

Most of you know, more than most folks, that in our business "less is more". The fundamental truth in our business is when the economy is down, business goes up.

This issue is dedicated to helping you look at the reality of our business environment and what you can do to take advantage of the current opportunity. In our cover story, we supplied you some statistics that show you facts about our industry, and in this article, we are giving you the rationale for being optimistic as well as the wisdom of direct sales in the current economy.

BEING OPTIMISTIC

Some of us may feel discouraged by the downturn in the economy and the changing market place.

The Economy

A downturned economy is an ideal opportunity to make our Cambridge businesses flourish. Think about it. With the downturn in the economy, more people are looking for real value. At only \$1.33 per meal, our product is economical and gets results.

Time Means Money

With people working harder and longer hours, they have less time. Cambridge products mean quick and easy meal preparation and clean-up, and fewer trips to the grocery store. One quick phone call and your products are shipped the following day.

The Health Connection

What better way to take care of your nutritional needs than with Cambridge Food For Life products which provide 100% of your nutritional needs. Pressured with more work, people are becoming fatigued and burned out. Those who use Cambridge report high energy and even euphoria! The benefits of our high-quality products are real and substantial.

Health Insurance

As health care costs rise, it becomes increasingly necessary for everyone to take responsibility for their own well-being. Illness is no longer affordable. What better way to assure that people are obtaining all the vital nutrition for good health than the Cambridge products?

Image Counts

With more people looking for work, competition is keen. Looking and feeling your best is important and we know Cambridge products and programs help people look and feel their best.

THE WISDOM OF DIRECT SALES

Direct Sales flourish when we cannot depend on traditional institutions for support which forces people to become entrepreneurial and support themselves.

Employment

With unemployment num-

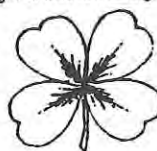
bers rising, what better time to invite more customers into the ranks of Consultants? People need work to earn money. As Donna Dugan so readily points out, it is possible to have a rewarding part-time job by simply working as a Consultant selling retail.

With only 13 active customers, you earn over \$500 per month; with 25 active customers, you earn over \$1000 per month; with 50 active customers, you earn over \$2000 per month. You can earn a minimum of \$40 for each active retail customer.

Mission: Share the Opportunity and Make Money With Your Good Works

The truly wonderful thing about working your Cambridge business and bringing others into the business is that it is possible to simultaneously earn your living and follow "a path with a heart," a truly humanistic mission.

We offer people a genuine means to make a positive difference in their own and other people's lives. Donna Dugan calls the money she earns from Cambridge the "Paycheck of the Heart"! Cambridge is truly a gift of love and caring.



Key to this type of marketing is visibility. You need to attend their meetings and get involved. Talk about your business as well as the products and programs. Key to visibility is positioning yourself within that market. If your particular group has a newsletter or magazine they publish, ask if you might write an article on nutrition or health (if you need help with your article, call 1-800-4-HEALTH). Be sure to tell them the one thing you request is that they include your photo and phone number.

Prospecting Tip: Sampling is an extremely effective form of advertising. At the next meeting you attend, bring a small basket filled with Plantation Peanut Bars. Tape your business cards to each bar. Explain to the meeting organizer that you would like to provide the sample bars, and ask to leave the basket at the registration table. The cost of one or two boxes of bars is considerably less than the average advertisement, and 10 times as effective. You might leave a package of brochures near the bars for additional information. It's a great ice breaker, and you get to deliver your message.

Give me a lever long enough...and single-handed, I can move the world.

EXHIBIT F

Consultant's Corner

MEDIA MESSAGE



Publicity photo—Janice Jones

Public Relations. It's publicity, it's believable, and it gives you and Cambridge credibility and stature. And, we will help you. It's a multi-step process, so let's start at the beginning.

Cambridge will help you get your name in print every month in your local media. Here's how:

- 1) Have a 5 x 7 photo taken professionally. Call photographers in your area and ask for a

business publicity shot. Have it done in black and white, and get several copies.

- 2) Decide on 5 local media where you would like to have your name mentioned regularly. Check the papers, determining where they list promotions, job changes, new hires, etc. Find out, by calling your local paper (start with business editor), to whose attention this message should be sent. We need

Editor's Name	City, State, Zip	Telephone number
Name of paper	Address	Fax number

- 3) Next, send us your bio. Write 3 or 4 paragraphs about yourself. Include information such as how long you have been with Cambridge, something about your business, any special groups you work with (position, awards, etc.). We will edit and finalize.

- 4) We will computerize this information, and send your bio and photo with a press release regarding your business on a monthly basis to the media on your list. When this has been published, send us a copy.

Will your paper always publish a press release? Not always. But, this type of release has a high chance of being used. It's not about Cambridge, it's about you, and that's news!

Published by: Cambridge Direct Sales
2801 Salinas Hwy, Bldg F, Monterey, CA 93940-6420
800-443-2584

NEWS & NOTES

• **Increase Sales Without Leaving Your Telephone...** We have been calling customers we have not heard from for a while using telephone scripts tested by Lynne Murphy and Carlene Firpo (our telemarketing voice since December). Our daily sales improved by as much as 20%.

• **Customers Are Coming Back...** Former Cambridge customers have been calling in to ask, "Where have you been? We thought you were gone. We have been looking for you." Kay Marovich in Orange County, Ca. tells stories of being blitzed by callers "in search of Cambridge." Andrea Ileo went public with cable TV in Virginia and people call to ask, "Where have you been?" In Boston, Janice Jones' radio broadcasts have brought people back to Cambridge.

• **Order Processing Team Member Returns...** Member of the Cambridge Order Processing team in 1982 and 1983, Terry Wells is the newest voice on our phones, taking your orders, providing

service, and reaching out to you with "outcalls".

• **Director Of Nutrition Is Back...** Director of Nutritional Services from 1982 to 1988, Karen Peterkin, M.A., R.D., returns as our primary nutritional consultant.

• **Minimum Orders...** In our last issue of Breakthrough we announced a change in our minimum order policy. Effective April 1, we are accepting minimum orders of half case lots for the convenience of our customers. Thank you, Donna Dugan, for pointing out the need for this expanded service!

However, due to additional costs involved in processing half case orders, a premium for half case orders will be charged at the following retail prices:

3 cans FFL	\$59.85
3 cans OCD	\$70.50
3 boxes bars	\$62.85

• In The Next Issue...

Barbara Lazar's Retreat
Andrea Ileo's Academy
Ann Wetzler's Academy

Please Note:

• **Change of Address**
...Please notify our Customer Service Department if you have a change of address or telephone number. Leaders, call us if there are any changes in your downline! We want to make sure that everyone is getting our correspondence.

• **Shipping Charges**
...Due to increases in shipping costs, we have found it necessary to increase our shipping charge from \$4.00 to \$6.00 per shipment. This increase becomes effective May 1.

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Complaint

EXHIBIT G

EXHIBIT G



Volume 7, Number 8

Best Wishes for a Joyous Holiday Season!

November/December, 1991

CAMBRIDGE ON THE MOVE!

WORKSHOPS AND RETREATS: THEY CAME FROM BOSTON TO TAIWAN

CAMBRIDGE HIGHLIGHTED ON NBC BOSTON AFFILIATE WBZ-TV! (see page 9)



Houston - 1-Day Workshop! Los Angeles - Lady Cambridge presents to Food For All! San Diego - Retreat! New Jersey - Retreat! Boston - Retreat!

On The Move

October and November—exciting months for Cambridge! Linda Hevern, Dr. Nan Brenzel, Lady Cambridge Barbara Lazar, Lynne Murphy, and special Consultant Cecelia Chen, participated in meetings throughout the country. First stop: Houston, where a 1-day workshop designed to unify personal development with business acumen. Nan, Lynne and Linda worked with a group of 25 brought together by Donna Dugan, Circle of Champions. Although success with the product brought them into Cambridge, it is their personal strength that contributes to their success.



This full-day workshop covered "how-to's" on harnessing these same strengths to give their Cambridge business renewed energy. At the same time, the workshop pointed out areas that can be stumbling blocks to both your business and personal program. Simple steps on how to deal with and overcome these blocks were discussed.

Natural Markets

A highlight of this exciting day was Cecelia Chen, a special new Consultant from Taiwan and a sterling example of "natural markets", sharing news about her Taiwan Cambridge business. Cecelia, who markets Cambridge products through beauticians and spas, spoke enthusiastically about how well accepted Cambridge products and programs have been in her country.



The Houston group also included Marie Carner, an inspiration to many, who lost 40 pounds and has kept it off for 2 years. Recently Marie sole sourced, losing an additional 12 pounds. She's fit, feels tremendous, and looks fantastic! One of her secrets is Super Oats—three times a day. Plus, says

Continued on page 5

EXHIBIT G



THE ART OF STRATEGIC VISION™

Season's Greetings!

The year-end holidays are always a time for reflection and renewal. I have been reviewing the last 6 months of events since my very first conversations in July with Cambridge Leaders.

My initial talks were with the Circle of Champions and at that time I wanted to know from them the problems needing to be addressed, and what would make their businesses better.

It has been gratifying for me to realize how much has been accomplished since I first spoke with the Circle of Champions.

In July Paul Parker told me we needed some positive media. In these last two months Cambridge has been featured on radio, and television and a press release about our participation in Food For All has gone out. Additionally, Lynne Murphy will be on cable television in Virginia to show her "before" and "after" Cambridge. We are moving in proactive media.

In July Barbara Lazar told me she could "not do the business with out a prospecting piece"...we have just given you two outstanding pieces, both

designed by the field.

In July Janice Jones told me she was losing her "zip"...she has it back—after the Boston Retreat, she is flying!

In July Ann Wetzler asked that Questions and Answers be made readily available, and they have been designed into our upcoming Program Guide.

In July Donna Dugan stated that she was looking for dramatic results in her business. What has happened? Since our October workshop, she has dramatically risen to a whole new professional level, giving nutritional lectures at the University and charging a fee for her support groups.

Since July, Nan, Lynne and I have collaborated in the development of training programs and materials that address the needs you have described. Our curriculum is designed to help you in managing your weight and your business.

And, after my three Retreats and 20-day sole source odyssey, I feel I am a true part of the "Cambridge Experience." I have caught the missionary zeal, and know I was truly fortunate to have Nan and Lynne as my Partners In Progress during my 20-day sole source odyssey.

What we have in store for you in 1992 is a whole new vista of possibilities to help you in your personal and business development, such as:

- A beautiful new Cambridge poster.
- A new Program Guide and companion cook book.
- Scripts to show you how to make presentations to corporations, community groups, and others interested in nutrition and weight management.
- A Retreat presentation handbook and Retreat kit to help you lead your own Retreats.

• Support Meeting Manual.

A whole year's worth of training modules, including everything you need to know about weight management, taking customers from starting the program to maintaining their weight.

• An expanded Advanced Career Training program.

Our vision is a continual striving to be better. Our Mission is to become the leader in the industry of health, nutrition, weight management and optimal health. Our goal is to contribute to a growing and prospering enterprise, our objective is to give you the training, opportunity and materials you need to attain success, our action plan has been to evaluate needs, create and develop the programs and

materials you need to succeed.

In addition we are reviewing the marketing plan and exploring how we can set up your best opportunity to grow your business, and flourish in our collective future.

We're excited about our progress and the materials in production and know they will give you the support you have needed for a long time.

I look forward to working with you in 1992 and turning our "grand" dreams into a significant reality.

Wishing you Health & Prosperity for this exciting New Year!


Linda Hevern
Executive Vice President

Developing The Art of Strategic Vision for Strategic Planning



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EXHIBIT G

Turning Your Dreams Into Reality-

BACK TO BASICS—BEHAVIOR MODIFICATION AND WEIGHT REDUCTION

FOR OPTIMAL HEALTH AND VITALITY

I THINK...I CAN...I AM!

Reducing your weight and maintaining your new weight means staying motivated. How do you stay motivated? Motivation means to move. It comes from a desire that is intense enough to cause us to act, or give us a reason to act or behave differently. As human beings we strive to keep our lives in order, or "together". When a part of our life is in disorder, only then do we work up the energy to act or change.

Dissatisfaction with our image is what creates the desire to change our image. The desire to change begins with a belief in ourselves—a belief that we can become what we envision. And that belief causes us to decide to reduce our weight. As long as we are satisfied with our image, we are not motivated to change.

VISION

Clearly define your personal vision. If you think only to a goal, you'll plan only to a goal. Thinking beyond "when I get to that size 12, or reduce those 80 pounds, then I can live again" can be a trap. The trap is when you reach your goal...old habits, stress, or a bad day will tug at you and pull you off track. And you spiral backwards until...we know the end of this story. Let's write a new end to this story today. How? By beginning to think lifetime health and nutrition. By envisioning lifetime health you will be motivated to reduce your weight, and maintain that weight for life.

MISSION

Millions of thoughts pass through our minds each day, and only one of those thoughts might be about reducing weight. So, how do you convert that one thought into the energy required to reach your

GOALS

You can expect to achieve these three goals as a result of your activities:

1. To reduce your weight.
2. To maintain your weight for life.
3. To enjoy optimal health

2. If you go off track, do not beat yourself up. Immediately begin to notice who, what, or where contributed to your backslide. You may choose only to notice, or keep moving to Goal #3—to enjoy optimal health and vitality for life. Listen to Tape 1 in the Control For Life Program.

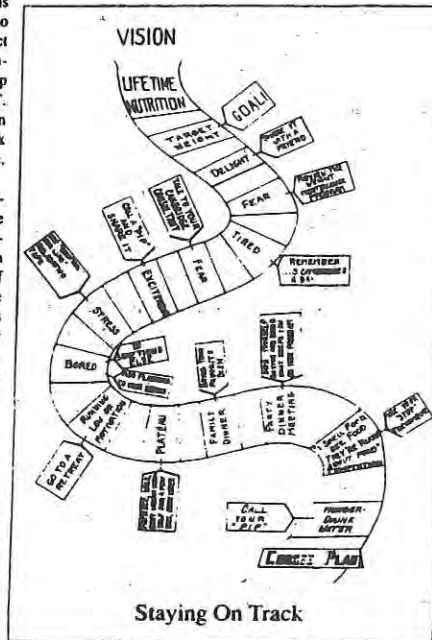
3. Select one small action today to get you back into motion. The action may be as simple as repeating to yourself hourly "I can!", or call a friend.

4. Stay 100% committed. Allow absolutely nothing to come between you and your good health. Listen to Tape 2 of the Control For Life program.

ACTION PLANS

Action is anything we say, do, imagine, or think that moves us forward or spurs us into motion. Remember, you want to move toward continually improving the quality of your health and life. There is no "end", there is no "I reached my goal weight, I can live again". Action that is consistent with reducing your weight, maintaining your weight and enjoying optimal health for life means practice.

Practicing actions consistent with your personal vision will keep you on track. By making every day a practice day, instead of an "all-or-nothing" day, you will develop behavior consistent with good health and nutrition. By clarifying your vision, finding your mission, setting your goals, developing objectives, and generating an action plan, you will reach your goal of optimal health and vitality for life.



Staying On Track

goal to reduce weight?

By having a mission. Having a mission creates a purpose which can motivate you to reduce your weight. And, when you have adopted a personal vision for optimal health, you remain focused on your mission for life.

for a lifetime.

OBJECTIVES

Objectives are stepping stones to goals. Reducing weight and maintaining your new weight for life requires only four objectives:

1. Stay on the Cambridge plan for life.

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EXHIBIT G

Models of Excellence

JANICE JONES . . . DIRECT SALES AT ITS BEST!

One of our top Leaders, Janice Jones, exemplifies what direct sales can be — an extremely profitable, solid home-based business to which she devotes 3 days a week. Since reaching her target weight and joining Cambridge as a Consultant in 1981, Janice has found this business has changed her life. At 53, looking 15 years younger, Janice is an example of what Cambridge can do for you. A true New-Englander, she is a self-proclaimed no-nonsense person. Strong, yet soft, this is reflected in her successful business.

It was Mel Jones, Janice's husband, who encouraged Janice to join Cambridge after reducing her weight and he fully supports her efforts. "He's wonderfully supportive, but I did the work!" quips Janice at the Boston Retreat, as she noted her ongoing PIP is her husband. When she goes off track, as she did this summer, it's Mel who will remind her to just get back to basics. "It's a simple business," she says. "Keep it that way."

According to Janice: "There are 3 phases to this business, and you need them all."

1. **RETAIL** - This is what keeps you alive — you must have it. These are the customers I occasionally give small gifts to — flavorings for example — just to let them know I appreciate their business. Janice has a large retail clientele, and she regularly works referrals from these people.

2. **WHOLESALE** - You need wholesale buyers. Last month alone, I did \$6,000 in wholesale business through my

downline. But, put it into perspective. Wholesale buyers are those retail customers who have referred 3-4 people to you and are committed to the product over a long term; that is, those who are at target weight, are committed to maintain that weight, and understand its value as lifetime nutrition. Protect your retail business by carefully selecting those you offer the oppor-

tunity to become wholesale buyers.

3. **LEADERS** - A key group of strong Leaders. I work with them constantly. Currently Janice and one of her Leaders, Jan Cookson, are working trade shows (e.g. bridal fairs and Chamber of Commerce shows).

"You shouldn't expect to come home with actual sales,

but lots of leads, which you need to follow up," she states.

Having always worked from her home, Janice's largest business expense is her telephone. I talk to a lot of people, and have a separate line for Cambridge business. Recently Janice added a personal or business 800 number which is now available from AT&T. It costs just \$6 a month plus 32 cents per minute. With

continued on page 5

"IT WORKS,
IF YOU
WORK IT!" . . .
JANICE JONES, BOSTON



Janice Jones, Jan Cookson

"I had a great day and it was FUN!" confided Janice during a 10 pm phone call one Tuesday in October. Janice and Jan Cookson attended a recent Chamber of Commerce Trade Show in Andover, Massachusetts — declining to take a \$300 booth, they paid the \$1 attendance fee and took a shot at "working" the show. And work it they did! They talked to everyone who would listen about the product — and the people listened.

Professionals dealing with professionals. They talked about the product and nutrition, how well it fits into busy lifestyles and how effective it is. One day and several leads later, plus 2 appointments with individ-

uals to buy the product, they're both eager to join the Chamber and are scouting around for other trade shows to "work". Here are a few tips:

1. Look into joining your local Chamber of Commerce. If they are an active group, networking will work for you. Only one person is required to join and they usually allow 4 - 6 individuals from one organization to use the membership. Split the cost and get the mileage. That's effective PR!

2. While Jones and Cookson shared a table at lunch with others, they enjoyed the new Cambridge Plantation Peanut Bar and fielded questions this brought, and leads.

3. "I have a small business — I'd love to give you my card and flyer. Would you be

interested?" This is Janice's opening, and it works! This eases the concern of many about how to approach someone about reducing weight.

That same day, while waiting at a local copy center, Janice shared her flyer and card with a fellow patron — not someone who obviously needed to reduce weight. The woman's reply was classic. Just that day she and a co-worker discussed how to find a product other than Slim Fast. A principal at a local school, she invited Janice to make a presentation to the teachers.

The moral of this story is: Don't prejudice. You have a business — share your story.

EXHIBIT G

*Jones' Model of Excellence
(continued from page 4)*

clients throughout New England, she feels the 800 line will boost her business. "The telephone is the backbone of my business," adds Janice. "I'm amazed when I hear Consultants say they have nothing to say to their customers and ex-customers."

"Bologna!" states Jones, in her typical fashion. "There's always something to say. A new flavoring, a recipe, or Eggnog is back. It is hard at times. I may have to psyche myself up. But I do it."

"Whenever I get on the phone, I sell. Last Sunday night, once I got started, I sold 9 cans. I always sell multiple cans — at least 3, which is a two-week supply. Sunday is great. People are home, they're relaxed, and they want to talk. Most people want love and attention, and when you call, you're giving it to them! If you hear negative, be positive. ("I was just going through my list, and came across your name. It got me thinking about you, and I decided to give you a call. Then I ask them how they are doing.") It's that simple," says Janice.

Use the familiar "feel, felt, found" often used in sales. It tells them you understand and are listening. For example:

"I know how you FEEL about liquid diets. I have many people who FELT the same way when they first started. But once they realized how nutritious it is, and how good they feel, they've FOUND they love it and have few problems."

"Most people are glad you call. When people come to my home, it's still simple. I

have an appointment book and my business cards. When they make an appointment for support, I mark it down and write the time on one of my cards, which I give to them. I usually have them call within two days to get started. I keep every name in my notebook, and note the day they start. Then I call them regularly."

At our initial meeting I tell them they have to do three things:

1. They have to take the product 3 times a day. Why? It's their full nutrition.
2. They have to drink water. Why? Where is the fat going to go? Out their ears? It's eliminated through the urine, and you need the water.
3. They have to decide how they are going to use the product along with conventional food.

I weigh them. I measure them. And in two weeks I take their measurements again to remind them that when the scale doesn't move, the measuring tape will.

I do a small amount of advertising, just to let people know I'm still here. And this Fall, she has placed classified ads in WORKING WOMAN magazine. Fully aware that she needs to spend money to make money, Janice is not afraid to make a mistake.

"You need the discipline to do a little something every day," she says. Yet, as successful as she is with her business, Janice saves Monday for herself, and Friday morning for tennis. To simplify her business, she uses a computerized software program designed for Cambridge.

but basically she manually keeps her books with a simple cash journal. **KISS—Keep It Slim & Simple**



*"This product makes sense!",
says Janice Jones*

Cambridge On The Move (continued from page 1)

Marie, she keeps her scale next to her stove, stepping on it daily as she makes breakfast for her family. When the scale creeps up, she reduces her food intake.

Our Fall schedule of Retreats has been in full swing. Retreats in San Diego, New Jersey, and Boston are completed. All three Retreats resulted in exciting recommitments to the Cambridge business. "Rising stars" were identified—Nancy Merrill and the DeFeo's, to name two. Having made a commitment to their program, Dr. Nan urged Retreat attendees to agree to a program and put into effect a follow-up procedure with the home office. Inspiration and support is just a phone call away!

The magic of Retreats builds! Attendees seeking the inspiration that will make them the next success story. After last October's Georgia Retreat, Margaret Neff of Jacksonville,

Florida, faithfully followed her program through New Year's, maintained, and after again attending our recent Asbury Park, New Jersey Retreat, leaving with a renewed commitment to her program. Carole Matthews from Petersburg, Virginia, another attendee at the New Jersey Retreat, leaving with new answers to her program. — What is the magic? It's understanding, support, the program. It's the product. It's the bonding — special people doing special things. Key to the success of the Retreats is the excellent indepth information Dr. Nan shares about nutrition, eating behaviors, as well as other valuable knowledge. But, additionally, what makes it work is the one-on-one's that occur throughout the meetings — shared hints, secrets that will get you over a rough spot, "what works for me's", hearing from those who have been successful, and recipes. The upcoming cookbook is a reflection of just this kind of sharing by Retreat participants over the last 24 months.

In Los Angeles, Linda Hevern, Executive Vice President, and Barbara Lazar, Lady Cambridge, jointly presented a check to Milan Hamilton, President of Food For All. The check represented a pledge Cambridge made — to aid in ending hunger, which is consistent with the Cambridge mission of promoting optimal health through well-balanced nutrition. Attended by Kay Marovich, LA Area Distributor, and local media, it was an exciting day for all.

Cambridge is on the move! Watch for news on events in your area.

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Marie Carner proudly shared her "before" and "after" photos at the Houston Workshop. Marie has reduced by 52 pounds and has kept it off for 2 years.



Loretta and Lou DeFeo with Ann Wetzler "celebrating" during the Wetzler Retreat in Asbury Park, NJ.



New Jersey Retreat: Kim Cavanaugh plays with images as she maps out her vision, goals, and objectives.



Mari Lowrey in October 1990, "before" Cambridge, with proactive media Leaders Betty and Paul Parker.



Mari Lowrey in October 1991, "after" Cambridge, with Dr. Nan at the Parker's Retreat in San Diego.

San Diego, New Jersey, Boston—wherever we were we heard comments like these:

"Thank You! What a wonderful company and loving people!"

"...This one helped me quit smoking".

"Really great people in charge".

It's refreshing to see inspirations like Kim Cavanaugh, and the DeFeo's who attended the New Jersey Retreat. Loretta and Lou have both maintained their weight reduction for close to 9 years, and to show his support and pride in Loretta's trim, youthful appearance after 25 years of marriage, they celebrated with an impulse purchase in the hotel boutique—a slinky, red holiday dress! Even Ann Wetzler thought Loretta looked fabulous!

Nan and Linda, working together, were a hit in San Diego..."Nan, you were so wonderful, and the sharing of yourself and the love you give to everyone is so wonderful."

"Both of you are so wonderful..."

"Linda, thanks for being here and giving new hope to Cambridge!"

Cecelia Chen, alight with the Cambridge "glow", delighted her Houston audience with amusing anecdotes about her experiences in Taiwan. Having reduced over 20 pounds herself using Cambridge, she is a true believer. Her parents, firm believers in wellness and longevity, are now avid users of the Cambridge product.

Our search for "rising stars" includes Sally Hennessey (on crutches) and Raphael Lara, both who recommitted to their Cambridge business in Asbury Park. Sally, who is already planning a weekend Retreat of her own in December, was revitalized by the New Jersey Retreat.

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EXHIBIT G

TRIBUTES

Recognition based on combined volume for August & September 1991.

TOP CIRCLE OF CHAMPIONS



	Name	Location
1.	Donna & Bob Dugan	Houston, Texas
2.	Betty & Paul Parker	LaMesa, California

TOP CONSULTANTS

Photo
Not
Available

	Name	Location
1.	Ruby McBrayer	Jackson, Mississippi
2.	E. Ruth Saulnier	Tenino, Washington

TOP AREA DIRECTORS



	Name	Location
1.	Millie & Billy Chron	Burton, Michigan
2.	Mike Kirkland	Covina, California

TOP PERFORMING ORGANIZATIONS

Rank	Name	State
1.	Donna & Bob Dugan	TX
2.	Betty & Paul Parker	CA
3.	Janice & Mel Jones	MA
4.	Barbara & Gary Lazar	FL
5.	Kay & Dan Marovich	CA
6.	Bill & Betty Gray	CO
7.	Millie & Billy Chron	MI
8.	Mike Kirkland	CA
9.	Ralph & Dolores Ricapito	PA
10.	Elaine Newbill/Laurelle Pittman	FL

TOP DIVISION MANAGERS



	Name	Location
1.	Ruthann & Bob Morris	Chula Vista, California
2.	Hildegard & Bill Fenske	Portland, Oregon

TOP UNIT LEADERS



	Name	Location
1.	Sue & Dave Ferngus	Carlton, Oregon
2.	Ramona & Leon Steele	Tigard, Oregon

CONGRATULATIONS TO OUR REACH OUT! PROMOTION DIAMOND AWARD WINNERS

2 Carat Diamond Award
for Promoting the Most Area Directors

Barbara & Gary Lazar

1 Carat Diamond Award
for Promoting the Most Unit Leaders

Lars Klaus Hardt

1/2 Carat Diamond Award
for Most Qualified Consultants

Millie & Billy Chron

EXHIBIT G

& TRIUMPHS

We wish to extend our heartfelt thanks to our Task Force members

To the Advertising/Visibility Team: Ruthann Morris, Loretta DeFeo, Hildegard Fenske, Betty Gray, Andrea Ileo, Kay Marovich, Pau, Parker, Shirley Riesz, Dolores Ricapito and Julie Virdli for the time and effort all of you put into the package of ideas you sent to us. We will begin to highlight your many useful ideas in the next issue of Breakthrough so that all of our Consultants can benefit from them.

To the Business Tools Team: Barbara Lazar, Alex Boswell and Laurelle Pittman for spearheading the efforts behind our Prospecting Flyer, Prospecting Brochure and Program Guide during a marathon weekend that was inter-twined with a sole source Retreat! Also, to Donna Dugan, Betty Gray, Janice Jones, Kay Marovich and Ruthann Morris for their support and input in developing our new sales support literature.



Leaders Ruthann Morris, Kay Marovich & Barbara Lazar come together at the San Diego Retreat with Paul & Betty Parker, Milan Hamilton and Linda Hevern, to brainstorm strategies for proactive media efforts.

JANICE JONES TAKES CAMBRIDGE FROM A RETREAT TO RADIO TO T.V.!

Good things happen to busy people and Janice has been among the busiest in recent weeks. In our new push to maximize our marketing efforts through Retreats, Janice scheduled several interviews and meetings for Dr. Nan Brenzel prior to the recent Boston Retreat. These events included a presentation to the Wellness Department of Dynamics Research in the Boston area, and a one-half hour interview on a local morning radio talk show with a call-in format.

Nan's presentation focused on wellness and nutrition, covering topics such as cholesterol, body fat, maintenance, low-fat diets, and health. And, what Janice Jones and Jan Cookson have done to follow up on these informative sessions deserves applause.

First, Dynamics Research,

a conservative corporate setting where they proposed a long-term program for employees. This program would include weekly support meetings, with each meeting covering a pre-selected topic on nutrition and wellness—i.e., the importance of exercise, cutting fat from your diet, lowering your cholesterol, etc. To participate in the program, an employee must be on the Cambridge Program. The cost is \$95 per person and will include a Starter Kit and a Control for Life tape set.

In a meeting with corporate executives, Cookson and Jones used the new full-color prospecting brochure plus a set of Control for Life tapes—a professional approach with professional pieces. They followed up immediately after Nan's presentation, listening

to their needs, and designed a program to fit their corporate culture.

The best time to prospect is when you have just come off a success and, Janice, aglow with success, has been prospecting the local media. After Nan's call-in radio appearance, Cookson and Jones approached the station with an idea about appearing weekly with nutrition facts. In negotiation is a three-month commitment beginning in January, a month many focus on health and weight management.

They also will be starting 4 station employees, including the show's host, on the Cambridge program.

Flush with this success, Janice was surprised when Channel 4 in Boston called (through her yellow-page ad) asking for information on the Cambridge Plan. Interested in doing a show over Thanksgiving, "Taking The Fat Out



Media stars Janice Jones & Sandy Nye

Of Your Diet", a 20-minute phone conversation landed Janice a taping session for local viewing! Janice included Sandy Nye, a rising star, who told her weight reduction story during the evening news.

Edited down to 5 minutes of actual air time, Janice and Sandy enjoyed the session, and after a few moments of jitters, felt comfortable and at ease talking about something they both deeply care about.

Congratulations, Janice, Jan & Sandy!

EXHIBIT G

CAMBRIDGE CUISINE

Cambridge is not just a liquid diet — it is a way of life. We are adding recipes galore to round out your Cambridge kitchen and here are a few that will be found in our upcoming cookbook. Share these recipes with your family and watch their health improve!

We all know that variety is the spice of life, but it is the spice that adds variety to this wonderful holiday favorite:

FOOD FOR LIFE PUMPKIN CHIFFON PIE

1 cup cold water
1/2 cup boiling water
2 tbsp. Knox Unflavored Gelatin
2 to 6 scoops (recommended: 4 scoops) FFL Vanilla
1 cup cooked pumpkin (100 calories)
1/2 tsp. Pumpkin Pie Spice (if using extract, use 1/4 tsp.)
4 packages sweetener, or to taste
5 to 7 ice cubes
2 tbsp. Super Oats or Grapenuts

Sprinkle gelatin in 1/2 cup cold water. Set aside. In a blender, add 1/2 cup cold water, FFL Vanilla, Pumpkin Pie Spice, cooked pumpkin, and sweetener. Set aside. Add 1/2 cup boiling water to gelatin; stir until clear. Add gelatin to blender and blend on high. While blending, sprinkle Super Oats or Grapenuts in bottom of 9" pie pan. Add ice cubes to blender (while blending), one cube at a time. Continue to blend for 15 to 30 seconds. Pour mixture into pie pan and place in refrigerator for at least 15 minutes.

Who can resist a slice of

rich creamy cheesecake? Go ahead and sin a little! Try this unbelievably delicious treat without having to worry about all the calories cheesecake usually has!

FOOD FOR LIFE CHEESECAKE

1 cup cold water
1/2 cup boiling water
1 1/2 tbsp. Knox Unflavored Gelatin
4 scoops FFL Vanilla
1/2 cup Ricotta low fat cheese
1/2 cup non-fat yogurt (195 calories)
2 tsp. Vanilla Extract
1/2 tsp. Lemon Extract
4 pkgs. sweetener
1 tbsp. lemon juice
1 tsp. grated lemon rind
5 ice cubes
2 tbsp. Grapenuts (90 calories)

Pour cold water into blender. Sprinkle gelatin over cold water. Set aside. Sprinkle Grapenuts in bottom of pie pan. Add boiling water to blender and stir until gelatin is dissolved. Add remaining ingredients to blender (except ice cubes) and blend until smooth. Add ice cubes and blend on high for 15 to 30 seconds. Gently pour mixture into 9" pie pan. Chill in refrigerator for at least 15 minutes.

Note: Pie is creamier if you let it set out for awhile before serving.



DELICIOUS AND NUTRITIOUS EGGNOG

Don't forget that your holiday guests deserve Cambridge, too!

Add all ingredients to a blender and mix.

HOT NOG

What better way to spread holiday cheer than with Cambridge Food For Life Eggnog? Make it by the punch bowl full. Serve it hot with cinnamon and rum flavoring on those cold winter nights. Warm up your guests with nutrition, not calories.

9 oz. hot water
1 scoop FFL Eggnog
1/2 capful Almond Extract
1/2 capful Butter Extract
1/2 capful Black Walnut Extract
1/2 capful Coconut Extract
1/2 capful Rum Extract
1 pkg. sweetener

EGGNOG DELIGHT

9 oz. hot water
1 scoop FFL Eggnog
Pumpkin Spice
3/4 capful Rum Extract

Add all ingredients to a blender; mix until smooth.

Savor and enjoy these aromatic delights!

INSTANT SALES

Prospect like a pro by using the new Prospecting Flyer (Order #660667: \$7.20 for a package of 50)—Order in quantity! Special offer through January 15th—10 packages (500) for \$50.

Why 500? You need to test, test and test again! Always do a small market test to determine if an idea works for you. Test 5 ideas — 5 venues. Hand out or mail 100 flyers five different ways. For example,

* Take 100 to your local craft fairs. Mill around and hand them out. Your intro: "Would you be interested in a flyer concerning my business?"

* Take 100 to your local shopping center, small village square, strip shopping center. Place them on windshields, (or better yet, have your 12-year old do it!)

* Take 100 to a soccer game or football game, and hand out — have 10 kids hand out 10 each.

* Take 100 to your local beauty salon or tanning parlor, and ask if you can leave them. Let them know that if you receive any sales from these, you will rebate them \$1 per can...Why not?

* Take 100 to your local day care center — ask the Director if you can place these at the front desk, or better yet, put them in the kid's cubbies.

The bottom line is: be inventive. To really test out this marketing approach, mark the flyers, perhaps stamp each group with a different color. Have a better idea? Let us know — the best three ideas will be printed in the next issue of Breakthrough — and the winners will receive 100 prospecting flyers FREE!

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EXHIBIT G

Turning Your Dreams Into Reality-

BACK TO BASICS—MARKETING

It's marketing, all marketing. Once you have these basic concepts down, and become professional in your approach to marketing, the sales will take care of themselves. To make any program work, you need to understand three basic marketing secrets:

1. You must be committed to your marketing program.
2. You must think of your marketing program as an investment.
3. Your marketing program must be consistent.

Marketing is repetition. The more you do something, the better it will work. You need to stay with an idea and give it adequate opportunity to work. That's difficult, particularly when you haven't really thought out your marketing plan. That's where it starts. Your marketing plan. Take some time, think it through, and write it out...where you want to go, and how you are going to get there.

Second, recognize that your plan, your program, is an investment. A marketing program (which may include some advertising) should be perceived as a conservative investment. It is not a miracle cure. No ad, no seminar program, no single step, one-shot attempt at building your business will work. It's step-by-step, building-block-by-building-block to that success you seek.

Third, be consistent. Don't keep switching media or messages. Consistent repetition, getting the word out to the same people in the same way is what works. Have you ever

seen a small ad, or received a flyer about a service or product, and totally disregarded it the first or even the second go-round? Then several weeks or months later — once you've had time to think about the ad, or your situation has changed, gone seeking out the original source? This is never more appropriate than when dealing with weight reduction. Don't disappoint your potential customers — be there when they need you. If you're not in the phone book — where are you? How often are you there? If you were looking for you, where would you find you?

Consistency = familiarity. Familiarity = sales.

People buy products they know, from people they know. Are you making it easy to know you and your business? Are you getting the word out, getting your name out? Donna

STEPPING OUT OF YOUR COMFORT ZONE

Donna Dugan did and she got rave reviews! "I'm not a good speaker and I'm not comfortable with it," states Donna, describing her recent seminar on Maintaining Your Weight.

Positioning yourself as credible and knowledgeable in your field is a step toward becoming truly professional. Dugan understands this and she is taking positive steps toward that end. Planning the seminar and putting it together was the difficult part. Then, delivering that first seminar. Now that she's accomplished this, she's ready to roll it out...again and again. Nine

Dugan is and it's working for her.

To turn your dreams or vision into reality, it takes an ACTION PLAN. Small steps, taken one at a time will get you to your destination. Over the next few issues, we'll discuss steps to get you to your goal. But let's start with your marketing plan. Ask yourself these questions:

1. What are my objectives?
2. What are the strengths and weaknesses of what I am offering — my services?
3. Who is my competition?
4. Who is my target market — and what are the needs of this market?
5. What business am I really in?
6. What is my goal?

Easy questions, right? But think through your answers and WRITE THEM DOWN. Remember to start with a purpose, e.g. to make \$1,000 each

people attended her first seminar, where Donna discussed food choices for life. She used slides and rubberized food samples to put across her points.

Dugan, who is now charging customers for support meetings, has begun to position herself in her community as a nutrition and weight management professional, which she truly is. Her new business cards, featuring her photo and designed as a fold-over card include bulleted points on Cambridge products and programs.

If you have a marketing idea or would like suggestions and guidance, call (800) 443-2584.

month — bottom line. Then move to what contributes to that bottom line — your target audience. Concentrate on a specific market (for example: brides or new mothers).

Now comes your positioning statement, which explains why Cambridge has value, and why anyone should buy it, and why they should buy it from you. Think this through. Then write down 10 reasons why anyone should buy it from you. Believe it, memorize it. If you believe it, you can sell it. Remember, selling is simply transferring your enthusiasm: that is, belief, not just in the product, but in yourself.

Next, include marketing tools you might use to achieve your goals. These tools include advertising, workshops for the public, word-of-mouth referrals (with referral incentives), demonstrations in homes or in the workplace, presentations to groups, personal letters, letters to businesses, testimonials, yellow page advertising, free seminars, sampling, publicity, etc. Bring your creativity and personalization into play.

Finally, decide how much your marketing plan will cost. What investment are you willing to make. To make it palatable, define the cost as a percentage of your projected sales. If, for example, your sales will be \$500 each month, allow 10% or \$50 for marketing. And, spend \$50 for marketing each month. Remember, be consistent.

Here are some basic marketing truths for you to remember:

1. The market changes constantly. Nothing is more fickle than the weight reducing public. The market is in a constant state of change. When

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you stop advertising or stop getting out your word, you miss this evolving change. **YOU MUST BE THERE TO PLAY!**

2. People forget fast. They are bombarded with literally thousands of messages daily — let's be honest, just how vital is your message in their life?

3. You may give up, and change, but your competition won't. People spend money on weight reduction programs, and if your message isn't out there, their money goes elsewhere.

4. Marketing strengthens your identity — and your credibility. If you stop putting out the word about Cambridge, people begin to lose confidence in you — and your

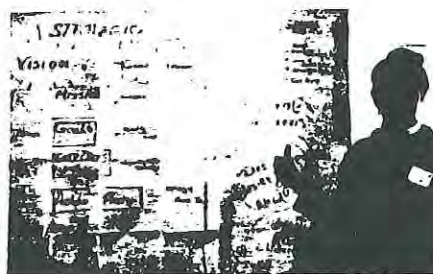
product.

5. Marketing is essential to growth. Unless you continue to put out the word, people will forget you.

6. Marketing builds loyalty with your existing customers. When they hear from you, or about you, they refer business. Referrals can be the lifeblood of your existence.

7. Marketing maintains morale. When you see your marketing work, or see your name and visible rewards from your efforts, it helps you maintain your level of effort.

8. Marketing gives you an advantage over your competitors who are not advertising. A small, well-placed 2-3 line classified ad in the same location each and every week can be more beneficial than a 3-



...from Vision, to Goal, to Action Plan. Executive Vice President Linda Hevern shared a system for turning dreams into reality at the recent Parker Retreat in San Diego!

times-per-year ad. If your ad is there when your prospect needs you, you win!

9. Marketing allows you and your business to keep your doors open. You have overhead — let marketing help

pay the bills.

10. If you don't market, you lose. Invest your money in marketing or lose it entirely. It's your choice. (Next Issue: Let's talk tools — marketing tools and how to use them)

TARGET MARKETS YOU SHOULD AIM FOR...

Brides (the entire wedding party, including mother and mother-in-law)

Hint: For 5 weeks contact every bride-to-be listed in your Sunday newspaper. If you get an appointment or interested response from 10% of your contacts, pursue them!

New Mothers (Get your body back!)

Hint: For 5 weeks contact all new mothers listed in your weekly newspapers (all local papers). Approach them with the nutrition/health aspect as well. Cambridge products are a great supplement for nursing mothers. Call and try to get an appointment — be willing to go to them. That is the kind of customer service which appeals to this market. See if they can get 3 or 4 new mothers together — maybe their entire Lamaze class.

Flight Attendants

Hint: If you are near a major airport, contact 2 or 3 airlines and find out what it would cost to run a small classified ad in their in-house newspaper. Or, if there is a bulletin board for employees, post your flyers. Better yet, see if you can make a presentation to personnel in the employee lounge. (Use the New Presentation Brochure)

Class Reunions (After weddings, when are most women/

men inclined to reduce the most weight?)

Hint: Place a small classified ad in your local paper: Attending your 25th, (10th, 20th) Reunion? Look like you did 25 years ago. Do it now!

Sales Professionals

Hint: Realtors. Find out how much it costs to run a small classified ad in your local realtor newsletter. Inquire about making a presentation on health/nutrition in their local sales offices. Attend sales meetings for professional associations.

Fitness Trainers (What better person to get the word out for you!)

Hint: Approach them regarding fitness and nutrition. Include an incentive for making money.

NOTE: Other groups you should consider are teachers, nurses, temporary employees, aerobic instructors, runners, college students, models (there are modeling agencies in every major city and 8 out of 10 girls who call to inquire need to lose at least 10 pounds to model), singles groups. If you are specifically interested in targeting one particular group, call Customer Service at 1-800-443-2584 or Lynne Murphy at 804-739-2355 for guidance.

Complaint

123 F.T.C.

EXHIBIT G

On The Horizon

CAMBRIDGE RETREATS--TRAIN THE TRAINER IS IN FULL SWING!

For Retreats to be successful to your business they must be held often, giving the maximum number of people the special opportunity of experiencing the physical and spiritual benefits of sole source in an atmosphere of fun and support. In a relaxed and caring environment, you assess your eating habits, create a plan to change those habits, and receive valuable information on how your body reduces weight and what to eat and do to keep that weight off.

Each Retreat is a unique experience. The primary goal is to offer an enjoyable weekend where you can successfully begin or regain your commitment to a program which supports your health and well-being. We have found that each group has specific needs and have geared the Retreats accordingly. Happily, our Leaders and Consultants are now running with the Retreat concept, holding different types of Retreats in their areas.

We are here to support you in this endeavor. Retreat modules are being prepared to offer you support in the various subjects which are so well received in this weekend environment. Whether you focus on the behavior modification aspect, nutrition, the physiology of weight loss, changing your eating habits, or another area, you will find what works is the bonding and community spirit that evolves in this intimate encounter.

Whether it's for 6 or 60, a Retreat will work. Not only for your personal program and that of the attendees, but also for your business. Encourage each returning attendee to bring someone new--someone who has never been on a Cambridge program. What better way to be introduced to Cambridge than through a weekend Retreat!

You will leave the Retreat with:

- A positive sole source experience
- A structure for applying your experience to improve weight management success
- Inspiring and motivational techniques on goal setting for yourself or your business

We guarantee you'll return home with a plan!

Tuition includes lodging (double occupancy) and a CDS fee. Please call your area Retreat coordinator or Cambridge Direct Sales at 1-800-443-2584 (800-356-0082 from Chicago) for more information.

A very profound experience awaits you at a Retreat!

Spring '92 Schedule

The enthusiasm our Leaders and Consultants are showing for holding their own Retreats is wonderful! For example:

- Paul & Betty Parker look forward to hosting mini Retreats on an ongoing basis in the San Diego area. Attendees will have their choice of a weekend Retreat or a 5-day Retreat at a bay view home complete with a pool and spa--how luxurious!

- Barbara Lazar has already held two Retreats and plans to host one every other month beginning January 10-12.

- Alex Boswell and Shirley Riesz have both conducted Retreats in the Sarasota, Florida area!

- Janice Jones & Jan Cookson from Massachusetts, not to be outdone by the Far West or Southeast regions, will be holding their own Retreat starting early in the new year, as will MaryAnne Cosgrove and Marilyn McPhee.

- Sally Hennessey from New Jersey will add a new twist to her upcoming Retreats. Sally, who owns toning salons, will bring small groups into her salons for herbal wraps, toning, and sole source, for the ultimate in self-indulgence!

- In addition to these Retreats, the company will sponsor a Retreat for Donna Dugan in Houston on March 13-15, 1992. Attend and earn Continuing Education Units.

THE MARKETING PLAN

The suspension of the Rolling Quarter minimums policy announced in the September/October issue of Breakthrough is being continued indefinitely pending a thorough review, in progress, of the entire marketing plan. This change affects rank only; it does not affect the bonus structure. (Please refer to page 4 of the Sept/Oct Breakthrough for a full explanation.)

RENEWALS

It's time to renew! Renewal notices have been mailed to all Consultants and Leaders. Catch the excitement and mail in your renewal fee of \$20 today!

Every Consultant or Leader who renews by December 31, 1991 and places a personal order (order and renewal must be received no later than December 31, 1991) will receive exciting new Cambridge literature absolutely free. Place your order direct with Cambridge Direct Sales *now!*

All renewals postmarked after the deadline, January 15, 1992, will be assessed a \$10 late filing fee. Leaders who do not renew by January 31, 1992 will also forfeit their Leadership position as well as the benefits of being a Cambridge Consultant.

Complaint

EXHIBIT G

Cambridge's Newest Consultant!

Meet Sandy Nye from Medfield, Massachusetts. Sandy attended the recent Retreat in Boston and this is what she has to say about Cambridge:

"I am healthy and in love with life, for the first time in my life", an emotional Sandy Nye told the group at the recent Boston Retreat. "All because of Cambridge."

"I've tried other diets, but couldn't lose weight. Nothing worked. My family told me I needed to lose weight, but it wasn't enough to make me do

it. Then Beverly Anderson told me about Cambridge."

Sandy admits one of her worst habits was chocolate milk. "I used to drink 3-4 glasses of chocolate milk every day," she says. "I switched to Cambridge Chocolate and sole sourced for 30 days. I never cheated. After that I switched to the regular program with 3 drinks and 400 calories, usually a frozen low-cal meal, for two weeks. Then sole sourced another 2 weeks. I lost 54 pounds."

At 5'3", 130 pounds, Sandy is a trim size 8 - down from a

size 16/18. "I didn't get discouraged. There were days it was hard, but I just kept going. Support is the biggest thing, and I had it in Cambridge."

Enthusied by the Boston Retreat and the wonderful new friends made over the weekend, Sandy was eager to join as a Consultant, where she can provide sup-



port and encouragement to others, making a difference in their lives.

WHY BECOME A CAMBRIDGE CONSULTANT?

The question we hear repeatedly is: Why become a Cambridge Consultant?

1. EARN MONEY

The first response and, perhaps, the most obvious is: Cambridge gives you the opportunity to earn money and create your own business goals and level of desired income. It means you are your own boss and can set your own working hours. So, one reason is you can make money.

2. BUILT-IN SUPPORT

If you have ever struggled with a weight problem you know the value of support. A more important reason to consider becoming a Cambridge Consultant is support. As a Consultant you are continually presenting the benefits of health and nutrition. You have built-in support to call upon when you personally need these extra encouragements to keep you going. As a Cambridge Consultant you make presentations to individuals and

groups. These presentations, as well as help build your business, keep you motivated to manage your weight and stay healthy. So, the second reason is support.

Why become a Cambridge Consultant?

- Earn Money
- Built-In Support
- Knowledge
- Friendships
- Results
- Fulfillment And Success

3. KNOWLEDGE

As a Cambridge Consultant you are eligible for training and publications offered by the company. These communications keep you on the leading edge in weight management research. Learning what's fact and what's fiction when it comes to managing weight has propelled many a dieter into the arms of success. So, the third

reason is knowledge.

4. FRIENDSHIPS

As a Cambridge Consultant you have opportunities to attend conferences and

ant you give yourself the best opportunity to reach and maintain your ideal weight because you place yourself in a position to learn and teach what you need to remember most. Sharing what you know reinforces the changes you made in your personal habits and, therefore, keeps you on target. So, the fifth reason is results.

6. FULFILLMENT AND SUCCESS

As a Cambridge Consultant, you will reap...financial rewards, a healthy, trim body, and friendships that last a lifetime. Call us today to learn more about how you can become a Cambridge Consultant and make a significant impact on the world. You deserve fulfillment, and you deserve success!

meetings which teach you both business and personal development skills. And the opportunity to join in a network of weight management specialists committed to sharing information about health and nutrition. So, the fourth reason is friendship.

5. RESULTS

As a Cambridge Consul-



Complaint

123 F.T.C.

EXHIBIT G

Consultant's Corner

PROSPECTING TIPS...Here are prospecting tips # 15-25 from Lynne Murphy to help you jump-start your business.

15. Two-for-one — offer a two-for-the-price-of-one special. Get them started with a Fast Start Kit introductory offer. You double your business, and they will have a built-in PIP to keep them in their program

16. Follow-up — it's an art and a science. Go back through your files now and call those who have indicated an interest, but have not committed. Put together 4 or 5 and schedule a tasting. Run a special and get a commitment.

17. Back to Basics — schedule tastings. Set your goals and determine how many presentations you need to do each week to meet these goals. Write them down.

18. Support — it can make the difference. Put together some new support groups. Give those people a call who have gone off track — let them know they're not alone, and that you are starting some support groups.

19. Recipes — call your people and share some of our new recipes. Whether they're on Fast Start, a longer sole source program or the regular program, new recipes will add spice to their lives!

20. Have a buffet! That's right — get your group together and have a buffet. At the July Orlando Retreat, the highlight of the weekend was the sole source buffet on Saturday night. Twelve different samplings of Cambridge recipes were available, and displayed as beautifully and graciously as any banquet! Great fun and great tastes — for more info on this, call Lynne Murphy (804) 739-2355.

21. Take Control — Control For Life, that is. This effective behavior modification program is terrific. Make it available to your customers — have a support meeting where you listen to part of this program — discuss it, then sell it! It's Dr. Nan at her finest! This program is tops!

22. Customer Survey — everybody's doing it! Jump on the bandwagon. Do it by phone or mail — find out what will help them, what they like, what they don't like. Guidelines are available on this. Most important is to do something with the information you uncover.

23. Reprints — use them. Find 3 or 4 good reprints from your

COMPLIMENTS & COMMENTS

• No MSG (monosodium glutamate)! The Cambridge products contain calcium sodium caseinate but it is not hydrolyzed (broken down into smaller particles) which forms MSG. In an ingredient listing, MSG would be listed as hydrolyzed vegetable protein or hydrolyzed protein.

• In order to provide adequate planning and production time for Breakthrough, we are returning to a bi-monthly schedule. Your input is important to ensure Breakthrough contains information that is helpful and supports your Cambridge business. Please share your comments with us. Help us make your newsletter the best it can be.

• Please note that when you charge your order to a credit card, your statement will show Dean Distributors as the vendor instead of Cambridge.

• We will be closed Tuesday, December 24th; Wednesday December 25th;

and Wednesday, January 1st.

• Minimum individual orders...effective January 1, 1992, the minimum individual product order will be increased from \$50 to a minimum of one case of product or bars, plus \$4 shipping charge. (There is no minimum on separate purchases of literature, however; the shipping charge of \$4 is applicable.)

• The "sale explosion" of the year expires December 31, 1991. Offered at prices of up to 60% off are gift items sold during the past year as Thank You gifts (refer to past issues of Breakthrough). Please contact your upline Leader or call us direct for more information.

• Pumpkin Spice Flavoring has been a holiday favorite this season. Be sure to include it in your next order. First time users should be advised that it is very concentrated and should be added sparingly (a couple drops) to their Cambridge drink.

files or call your Leader. Make 50 copies and send them out — then follow up. Do that every month and you'll be amazed at the interest that is generated.

24. Branch Out — CDS phone tree spreads the word! Be sure to participate in our telephone tree and see how effective this one-on-one method of communication can be. Don't miss out on up-to-date information.

25. Customer Phone Tree — Why not try it out on customers? Try a customer phone tree. Do it regularly — with a new recipe, a new success story, an upcoming Retreat — Give it a try!

Published by: Cambridge Direct Sales
2801 Salinas Hwy., Bldg F, Monterey, CA 93940-6420
(800) 443-2584

EXHIBIT H

EXHIBIT H

MEDIBASE CAMERA-READY ART ADAPTABLE FOR NEWSPAPER AND MAGAZINE ADVERTISING

**If You Have
Weight-Related
Health Problems
And Must Lose Weight...**

**...There Is A
Medically Directed
Program For You**

- ◆ Physician supervised
- ◆ Professionally directed nutrition education
- ◆ Group support with weekly meetings
- ◆ Nutritionally complete, excellent tasting MedilBase® meal replacement
- ◆ Proven safe and effective in University testing

For more information call:

THESE ADS ARE FOR REPRODUCTION - DO NOT FOLD

**If You Have
Weight-Related
Health Problems
And Must Lose Weight...**

**...There Is A
Medically Directed
Program For You**

- ◆ Physician supervised
- ◆ Professionally directed nutrition education
- ◆ Group support with weekly meetings
- ◆ Nutritionally complete, excellent tasting MedilBase® meal replacement
- ◆ Proven safe and effective in University testing

For more information call:

These ads may be enlarged or reduced to fit the various specifications on your newspaper and/or magazine.

Be sure to contact your local newspaper or magazine for instructions on including your phone number and/or name in the area indicated at the bottom of the ad.

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DECISION AND ORDER

The Federal Trade Commission having initiated an investigation of certain acts and practices of the respondents named in the caption hereof, and the respondents having been furnished thereafter with a copy of a draft of complaint which the Bureau of Consumer Protection proposed to present to the Commission for its consideration and which, if issued by the Commission, would charge respondents with violation of the Federal Trade Commission Act; and

The respondents, their attorneys, and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by the respondents of all the jurisdictional facts set forth in the aforesaid draft of complaint, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by respondents that the law has been violated as alleged in such complaint, and waivers and other provisions as required by the Commission's Rules; and

The Commission having thereafter considered the matter and having determined that it had reason to believe that the respondents have violated the said Act, and that complaint should issue stating its charges in that respect, and having thereupon accepted the executed consent agreement and placed such agreement on the public record for a period of sixty (60) days, now in further conformity with the procedure prescribed in Section 2.34 of its Rules, the Commission hereby issues its complaint, makes the following jurisdictional findings and enters the following order:

1. Respondent Dean Distributors, Inc., is a corporation organized, existing and doing business under and by virtue of the laws of the State of California, with its offices and principal place of business located at 1350 Bayshore Hwy., Suite 400, Burlingame, California. Advanced Health Care Systems, an operating division of Dean Distributors doing business as Cambridge Direct Sales and MediBase, has its offices and principal place of business at 2801 Salinas Hwy., Building F, Monterey, California.

2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of respondent, and the proceeding is in the public interest.

ORDER

DEFINITIONS

A. For purposes of this order, "*competent and reliable scientific evidence*" shall mean those 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.

B. "*Weight loss program*," or "*diet program*," shall mean any program designed to aid consumers in weight loss or weight maintenance; including, but not limited to, the "Food for Life Weight Management System," which includes the "Cambridge Diet Plan," the "Food for Life" weight loss programs, the "Maintain for Life" weight maintenance program; the "MediBase" medically-monitored weight management program; and related weight loss and weight maintenance programs and related food products and/or nutritional products.

C. "*Very low calorie diet*," or "*VLCD*," shall mean any dietary regimen that provides 800 calories or less per day.

D. "*Distributor*" shall mean any purchaser or other transferee of any weight loss product or program who acquires or has acquired, with or without valuable consideration, said product or program and who is or has been engaged in the resale of said product or program to other distributors or to end-use consumers. "Distributor" shall include, but is not limited to, any "counselor," "unit leader," "division manager," "area distributor," "circle of champions" member and all other providers of respondent's weight loss programs.

E. For any order-required disclosure in print media that is disseminated, either directly from respondent, or indirectly through respondent's distributors, to be made "clearly and prominently," or in a "clear and prominent manner," it must be given both in the same type style and in: (1) twelve (12) point type where the representation that triggers the disclosure is given in twelve (12) point or larger type; or (2) the same type size as the representation that triggers the disclosure where the representation is given in a type size smaller than twelve (12) point type.

F. For any order-required disclosure given orally in a broadcast medium to be made "clearly and prominently," or in a "clear and prominent manner," the disclosure must be given at the same volume

and in the same cadence as the representation that triggers the disclosure.

I.

It is ordered, That respondent Dean Distributors, Inc., a California corporation, its successors and assigns, officers, representatives, agents, and employees, directly or through any corporation, subsidiary, division or other device, in connection with the advertising, promotion, offering for sale, or sale of any weight loss program in or affecting commerce, as "commerce" is defined in the Federal Trade Commission Act, do forthwith cease and desist from:

A. Making any representation, directly or by implication, regarding the safety of respondent's very-low-calorie diet ("VLCD") programs unless respondent clearly and prominently discloses in close proximity to any such representation that physician monitoring is required to minimize the potential for health risks, or otherwise misrepresenting any health risk of any weight loss program.

B. Failing to provide to end-use consumers documents prepared for physicians that clearly and prominently disclose the health risks and complications that have been associated with very-low-calorie diets, including but not limited to the fact that VLCDs have been associated through published clinical studies with an increased risk of developing gallstones.

C. Misrepresenting the likelihood that participants of respondent's diet program(s) will regain all or any portion of lost weight.

D. Using any advertisement containing an endorsement or testimonial about weight loss or weight-loss maintenance success by a customer or customers of respondent's weight loss programs if the weight loss or weight-loss maintenance success depicted in the advertisement is not representative of what customers of respondent's weight loss programs generally achieve, unless respondent discloses, clearly and prominently, and in close proximity to the endorser's statement of his or her weight loss or weight-loss maintenance success the following statement:

"Results not typical."

Provided that if the endorsements or testimonials covered by this paragraph are in a broadcast medium, the disclosure required by this

paragraph must be communicated in a clear and prominent manner and in immediate conjunction with the representation that triggers the disclosure;

E. Making any representation, directly or by implication, about the success of customers on any diet program in achieving or maintaining weight loss or weight control unless, at the time of making any such representation, respondent possesses and relies upon a reasonable basis consisting of competent and reliable scientific evidence substantiating the representation; provided, further, that for any representation that:

1) Any weight loss achieved or maintained through any diet program is typical or representative of all or any subset of customers using the program, said evidence shall, at a minimum, be based on a representative sample of:

(a) All customers who have entered the program, where the representation relates to such persons; provided, however, that the required sample may exclude those customers who dropped out of the program within two weeks of their entrance or who were unable to complete the program due to illness, pregnancy, or change of residence; or

(b) All customers who have completed a particular phase of the program or the entire program, where the representation only relates to such persons;

2) Any weight loss is maintained long-term, said evidence shall, at a minimum, be based upon the experience of customers who were followed for a period of at least two years after completion of respondent's program (including any periods of participation in active maintenance); and

3) Any weight loss is maintained permanently, said evidence shall, at a minimum, be based upon the experience of customers who were followed for a period of time after completing the program that is either: (a) generally recognized by experts in the field of treating obesity as being of sufficient length to constitute a reasonable basis for predicting that weight loss will be permanent; or (b) demonstrated by competent and reliable survey evidence as being of sufficient duration to permit such a prediction.

F. Representing, directly or by implication, that any customers of any diet program have successfully maintained weight loss, unless respondent discloses, clearly and prominently, and in close proximity to such representation, the following information:

(1) The average percentage of weight loss maintained by those customers;

(2) The duration, over which the weight loss was maintained, measured from the date that customers ended the active weight loss phase of the program,

provided, however, that if any portion of the time period covered includes participation in respondent's maintenance program(s) that follows active weight loss, such fact must also be disclosed;

(3) The statement: "[respondent] makes no claim that this [these] result[s] is [are] representative of all customers in the [respondent's diet] programs;" and

provided, however, that if the customer population referred to is representative of the general customer population for that program, respondent is not required to make this statement;

(4) The statement: "For many dieters, weight loss is temporary,"

provided, however, that respondent shall not represent, directly or by implication, that this statement does not apply to dieters in respondent's programs.

G. Misrepresenting, directly or by implication, the existence, contents, validity, results, conclusions, or interpretations of any test, study, or survey; the rate or speed at which any participant in any weight loss program has experienced or will experience weight loss; or the performance, efficacy, safety, or benefits of any weight loss program or weight loss product.

H. Representing, directly or by implication, that prospective participants in respondent's weight loss programs will reach a specified weight within a specified time period, unless at the time of making such representation, respondent possesses and relies upon competent and reliable scientific evidence substantiating the representation.

II.

It is further ordered, That respondent shall notify the Commission at least thirty (30) days prior to the effective date of any proposed change in the respondent such as dissolution, assignment, or sale resulting in the emergence of a successor corporation(s), the creation or dissolution of subsidiaries, or any other change in the corporation(s) that may affect compliance obligations arising out of this order.

III.

It is further ordered, That for five (5) years after the last date of dissemination of any representation covered by this order, respondent, or its successors or assigns, shall maintain and upon request make available to the Federal Trade Commission staff for inspection and copying:

A. All materials that were relied upon in disseminating such representation; and

B. All tests, reports, studies, surveys, demonstrations, or other evidence in their possession or control that contradict, qualify, or call into question any such claim or representation, or the basis relied upon for such representation, including complaints from consumers.

IV.

It is further ordered, That respondent shall forthwith distribute a copy of this order to each of its officers, agents, representatives, independent contractors, and employees, that, directly or through any other corporation, subsidiary, division, or any other device, are engaged in the preparation and placement of advertisements or promotional materials, who communicate with customers or prospective customers, or who have any responsibilities with respect to the subject matter of this order. Respondent shall also distribute a copy of this order to all future officers, agents, representatives, independent contractors, and employees for a period of ten (10) years from the date of entry of this order. This paragraph shall not apply to distributors, who are addressed in paragraph V.

V.

It is further ordered, That:

A. Respondent shall distribute, within thirty (30) days after service of this order, a copy of this order to, and obtain a signed and dated acknowledgment of receipt thereof from, each distributor who has acquired at least 300 cans of respondent's product in any one year;

B. Respondent shall distribute a copy of this order to each future distributor who acquires at least 25 cans of respondent's product in any one month within thirty (30) days of the month in which that individual or entity acquires those cans, and shall obtain a signed and dated acknowledgment of receipt thereof;

C. Respondent shall institute a reasonable program of surveillance adequate to reveal whether any of respondent's distributors are engaging in acts or practices prohibited by this order;

D. Respondent further shall (1) take reasonable steps to notify promptly any distributor that respondent determines is failing materially or repeatedly to comply with any order provision; (2) provide the Federal Trade Commission with the name and address of the distributor and the nature of the noncompliance if the distributor fails to comply promptly with the relevant order provision after being so notified; and (3) in cases where that distributor has been notified as required by subparagraph V.D.(1) and continues conduct that constitutes a material or repeated violation of the order, terminate the distributor, as permitted by applicable state law; and

E. Respondent shall retain and make available to the Commission upon request the originals of the signed and dated acknowledgments required under subparagraphs V.A and V.B.

VI.

It is further ordered, That this order will terminate on June 16, 2017, or twenty (20) years from the most recent date that the United States or the Federal Trade Commission files a complaint (with or without accompanying consent decree) in federal court alleging any violation of the order, whichever comes later; provided, however, that the filing of such a complaint will not affect the duration of:

A. Any paragraph in this order that terminates in less than twenty (20) years;

B. This order's application to any respondent that is not named as a defendant in such complaint; and

C. This order if such complaint is filed after the order has terminated pursuant to this paragraph.

Provided, further, that if such complaint is dismissed or a federal court rules that the respondent did not violate any provision of the order, and the dismissal or ruling is either not appealed or upheld on appeal, then the order will terminate according to this paragraph as though the complaint was never filed, except that the order will not terminate between the date such complaint is filed and the later of the deadline for appealing such dismissal or ruling and the date such dismissal or ruling is upheld on appeal.

VII.

It is further ordered, That respondent and its successors or assigns shall, within sixty (60) days after service of this order, file with the Commission a report, in writing, setting forth in detail the manner and form in which they have complied with this order.

IN THE MATTER OF
AUTODESK, INC., ET AL.

CONSENT ORDER, ETC., IN REGARD TO ALLEGED VIOLATION OF
SEC. 7 OF THE CLAYTON ACT AND SEC. 5 OF THE
FEDERAL TRADE COMMISSION ACT

Docket C-3756. Complaint, June 18, 1997--Decision, June 18, 1997

This consent order permitted Autodesk's acquisition of Softdesk, requires Softdesk to divest its own computer-aided design ("CAD") software engines, "IntelliCADD," to Boomerang Technology, Inc., and prohibits, among other things, the combined firm from reacquiring the IntelliCADD product or any entity that owns or controls it, without prior notice to the Commission, for a 10-year period. In addition, the consent order prohibits Autodesk from interfering with Boomerang's ability to recruit or hire Softdesk employees who worked on the development of IntelliCADD

Appearances

For the Commission: *Daniel Ducore.*

For the respondents: *Charles T. Compton and Neil Nathanson, Wilson, Sonsini, Rosati & Goodrich, Palo Alto, CA. and John Christie and Scott E. Pueschel, Hale & Dorr, Washington, D.C.*

COMPLAINT

Pursuant to the provisions of the Federal Trade Commission Act and of the Clayton Act, and by virtue of the authority vested in it by said Acts, the Federal Trade Commission, having reason to believe that Autodesk, Inc. ("Autodesk") entered into an Agreement and Plan of Merger with Softdesk, Inc. ("Softdesk"), whereby Autodesk agreed to acquire all of the outstanding shares of Softdesk, in violation of Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, and that such acquisition, if consummated, would have violated Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, and it appearing to the Commission that a proceeding in respect thereof would be in the public interest, hereby issues its complaint stating its charges as follows:

A. THE RESPONDENTS

1. Respondent Autodesk, Inc., is a corporation organized, existing, and doing business under and by virtue of the laws of the