

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FEDERAL TRADE COMMISSION and

THE PEOPLE OF THE STATE OF NEW
YORK, by ERIC T. SCHNEIDERMAN,
Attorney General of the State of New York,

Plaintiffs,

v.

QUINCY BIOSCIENCE HOLDING
COMPANY, INC., a corporation;

QUINCY BIOSCIENCE, LLC, a limited
liability company;

PREVAGEN, INC., a corporation
d/b/a/ SUGAR RIVER SUPPLEMENTS;

QUINCY BIOSCIENCE
MANUFACTURING, LLC, a limited
liability company;

MARK UNDERWOOD, individually and as
an officer of QUINCY BIOSCIENCE
HOLDING COMPANY, INC., QUINCY
BIOSCIENCE, LLC, and PREVAGEN,
INC.; and

MICHAEL BEAMAN, individually and as
an officer of QUINCY BIOSCIENCE
HOLDING COMPANY, INC., QUINCY
BIOSCIENCE, LLC, and PREVAGEN,
INC.

Defendants.

Case No.

**COMPLAINT FOR PERMANENT
INJUNCTION AND OTHER
EQUITABLE RELIEF**

Plaintiffs, the Federal Trade Commission (“FTC”) and the People of the State of New York, by their attorney Eric T. Schneiderman, Attorney General of the State of New York (“NYAG”), for their Complaint allege:

1. The FTC brings this action under Section 13(b) of the Federal Trade Commission Act (“FTC Act”), 15 U.S.C. § 53(b), to obtain permanent injunctive relief, rescission or

reformation of contracts, restitution, the refund of monies paid, disgorgement of ill-gotten monies, and other equitable relief for the acts or practices of Defendants' Quincy Bioscience Holding Company, Inc., Quincy Bioscience, LLC, Prevagen, Inc., Quincy Bioscience Manufacturing, LLC, Mark Underwood, and Michael Beaman (collectively, "Defendants") in violation of Sections 5(a) and 12 of the FTC Act, 15 U.S.C. §§ 45(a) and 52, in connection with the labeling, advertising, marketing, promotion, distribution, and sale of Prevagen, a dietary supplement that purportedly improves memory. Prevagen contains one active ingredient, the dietary protein apoequorin, and it is sold in a variety of strengths and forms.

2. The People of the State of New York bring this action under New York Executive Law ("NY Exec. Law") § 63(12), which authorizes their attorney, the NYAG, to bring an action for injunctive relief, restitution, damages and costs against any person or business that has engaged in repeated or persistent fraud or illegality in the conduct of his or its business, and New York General Business Law ("NY GBL") §§ 349 and 350, which authorize the NYAG to bring an action for injunctive relief, restitution and penalties whenever any person, firm, corporation or association or agent or employee thereof has engaged in deceptive business practices and false advertising. This action is brought against Defendants in connection with the labeling, advertising, marketing, promotion, distribution, and sale of Prevagen.

JURISDICTION AND VENUE

3. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §§ 1331, 1337(a), and 1345, and 15 U.S.C. §§ 45(a) and 53(b).

4. This Court has supplemental jurisdiction over the NYAG's claims under 28 U.S.C. § 1367.

5. Venue is proper in this district under 28 U.S.C. §§ 1391(b)(2), (b)(3), (c)(2), and (d), and 15 U.S.C. § 53(b).

PLAINTIFFS

6. Plaintiff FTC is an independent agency of the United States Government created by statute. 15 U.S.C. §§ 41-58. The FTC enforces Section 5(a) of the FTC Act, 15 U.S.C. § 45(a), which prohibits unfair or deceptive acts or practices in or affecting commerce. The FTC also enforces Section 12 of the FTC Act, 15 U.S.C. § 52, which prohibits false advertisements for food, drugs, devices, services, or cosmetics in or affecting commerce.

7. The FTC is authorized to initiate federal district court proceedings, by its own attorneys, to enjoin violations of the FTC Act and to secure such equitable relief as may be appropriate in each case, including rescission or reformation of contracts, restitution, the refund of monies paid, and the disgorgement of ill-gotten monies. 15 U.S.C. § 53(b).

8. The NYAG is authorized to take action to enjoin repeated and persistent fraudulent and illegal business conduct under NY Exec. Law § 63(12) and deceptive business practices and false advertising under NY GBL §§ 349 and 350 and to obtain equitable or other appropriate relief, including restitution, damages, disgorgement of ill-gotten monies and penalties as may be appropriate.

DEFENDANTS

9. Defendant Quincy Bioscience Holding Company, Inc. is a Wisconsin corporation with its principal place of business at 726 Heartland Trail, Suite 300, Madison, Wisconsin. Quincy Bioscience Holding Company, Inc. transacts or has transacted business in this district and throughout the United States. At all times material to this Complaint, acting alone or in concert with others, Quincy Bioscience Holding Company, Inc., through its wholly-owned

subsidiaries, has advertised, marketed, promoted, distributed, or sold Prevagen to consumers throughout the United States, including New York.

10. Defendant Quincy Bioscience, LLC is a wholly-owned subsidiary of Quincy Bioscience Holding Company, Inc. It is a Wisconsin limited liability company with its principal place of business at 726 Heartland Trail, Suite 300, Madison, Wisconsin. Quincy Bioscience, LLC transacts or has transacted business in this district and throughout the United States. At all times material to this Complaint, acting alone or in concert with others, Quincy Bioscience, LLC has advertised, marketed, promoted, distributed, or sold Prevagen to consumers throughout the United States, including New York.

11. Defendant Prevagen, Inc., also doing business as Sugar River Supplements, is a wholly-owned subsidiary of Quincy Bioscience Holding Company, Inc. It is a Wisconsin corporation with its principal place of business at 726 Heartland Trail, Suite 300, Madison, Wisconsin. Prevagen, Inc. transacts or has transacted business in this district and throughout the United States. At all times material to this Complaint, acting alone or in concert with others, Prevagen, Inc. has advertised, marketed, promoted, distributed, or sold Prevagen to consumers throughout the United States, including New York.

12. Defendant Quincy Bioscience Manufacturing, LLC is a wholly-owned subsidiary of Quincy Bioscience Holding Company, Inc. It is a Wisconsin corporation with its principal place of business at 726 Heartland Trail, Suite 300, Madison, Wisconsin. Quincy Bioscience Manufacturing, LLC transacts or has transacted business in this district and throughout the United States. At all times material to this Complaint, acting alone or in concert with others, Quincy Bioscience Manufacturing, LLC has advertised, marketed, promoted, distributed, or sold Prevagen to consumers throughout the United States, including New York.

13. Defendant Mark Underwood (“Underwood”) is the co-founder and President of Quincy Bioscience Holding Company, Inc., Quincy Bioscience, LLC, and Prevagen, Inc. Underwood is a member of the Board of Directors of Quincy Bioscience, LLC, Prevagen, Inc., and Quincy Bioscience Manufacturing, LLC and a shareholder of Quincy Bioscience Holding Company, Inc., owning 33 percent of shares, the largest individual ownership interest. Underwood, in connection with the matters alleged herein, transacts or has transacted business in this district and throughout the United States, including New York.

14. At all times material to this Complaint, acting alone or in concert with others, Underwood has formulated, directed, controlled, had the authority to control, or participated in the acts and practices of Quincy Bioscience Holding Company, Inc., Quincy Bioscience, LLC, and Prevagen, Inc., including the acts and practices set forth in this Complaint. Underwood is a member of the marketing creative team, serving as the final decision maker on advertising claims across all channels of distribution and media platforms. Underwood coordinates advertising claim language review with counsel, translates scientific data into marketing language, and directs research programs and activities. Underwood has appeared in infomercials aired nationwide, including in New York, touting Prevagen’s memory improvement benefits and has co-authored studies on Prevagen. Underwood also authored the “Brain Health Guide,” a user guide disseminated nationwide, including in New York, that describes how Prevagen works and the purported science behind this dietary supplement.

15. Defendant Michael Beaman (“Beaman”) is the co-founder, former President, and current Chief Executive Officer of Quincy Bioscience Holding Company, Inc., Quincy Bioscience, LLC, and Prevagen, Inc. Beaman is the Chair of the Board of Directors for Quincy Bioscience, LLC, Prevagen, Inc., and Quincy Bioscience Manufacturing, LLC and a shareholder

of Quincy Bioscience Holding Company, Inc., owning 22 percent of shares, the second largest individual ownership interest. Beaman, in connection with the matters alleged herein, transacts or has transacted business in this district and throughout the United States, including New York.

16. At all times material to this Complaint, acting alone or in concert with others, Beaman has formulated, directed, controlled, had the authority to control, or participated in the acts and practices of Quincy Bioscience Holding Company, Inc., Quincy Bioscience, LLC, and Prevagen, Inc., including the acts and practices set forth in this Complaint. Beaman has given media interviews, signed research agreements, pre-approved research proposals, and reviewed Defendants' advertising, including advertising that has been disseminated nationwide, including in New York.

17. Defendants Quincy Bioscience Holding Company, Inc., Quincy Bioscience, LLC, Prevagen, Inc., and Quincy Bioscience Manufacturing, LLC (collectively, "Corporate Defendants") have operated as a common enterprise while engaging in the deceptive acts and practices alleged below. These Corporate Defendants have conducted the business practices described below through an interrelated network of companies that have common ownership, officers, managers, business functions, employees, and office locations. Because these Corporate Defendants have operated as a common enterprise, each of them is jointly and severally liable for the acts and practices alleged below. Defendants Beaman and Underwood have formulated, directed, controlled, had the authority to control, or participated in the acts and practices of the Corporate Defendants that constitute the common enterprise.

COMMERCE

18. At all times material to this Complaint, Defendants have maintained a substantial course of trade in or affecting commerce, as “commerce” is defined in Section 4 of the FTC Act, 15 U.S.C. § 44.

DEFENDANTS’ BUSINESS ACTIVITIES

19. Prevagen is a dietary supplement containing the active ingredient apoaequorin, a dietary protein, which according to Defendants was originally obtained from a species of jellyfish called *Aequorea victoria*. Prevagen is available in Regular Strength (10 milligrams) and Extra Strength (20 milligrams) capsules and chewable versions, and Prevagen Professional (40 milligrams) capsules (collectively, “Prevagen Products”).

20. A bottle of each Prevagen Product contains 30 tablets and provides a 30-day supply if taken once daily according to the product label’s suggested use. The price per bottle varies depending on the seller, with prices ranging from \$24.29 to \$58.53 for Prevagen Regular Strength, \$32.17 to \$69.95 for Prevagen Extra Strength, \$16.49 to \$51.29 for Prevagen Chewable, and \$39.33 to \$68.40 for Prevagen Professional.

21. Since at least 2007, Defendants have labeled, advertised, marketed, promoted, distributed, and sold the Prevagen Products to the public and healthcare practitioners through their own websites, Prevagen.com, QuincyBioscience.com, PrevagenPro.com, PrevagenES.com, SugarRiverSupplements.com, and through health stores, pharmacies, retail stores, and retail websites, including Amazon, CVS, Duane Reade, Rite-Aid, Meijer, the Vitamin Shoppe, and Walgreens. Sales of Prevagen in the United States from 2007 through mid-2015, minus refunds, totaled \$165 million.

22. Defendants have widely advertised the Prevagen Products through their own websites, Prevagen.com, QuincyBioscience.com, PrevagenPro.com, PrevagenES.com, PrevagenReviews.com, SugarRiverSupplements.com, and HopeTrials.com, as well as through infomercials, short form television commercials, radio, social media, newspapers, and magazines.

23. Defendants' infomercials aired frequently as the "Better Memory Show" from July 2013 to April 2015. They employed an interview format and featured Defendant Mark Underwood, explaining the problems associated with memory loss, the purported benefits of the Prevagen Products, and research purportedly supporting Defendants' memory-improvement claims.

24. Defendants' short-form television advertisements have aired nationally on broadcast and cable networks, including CNN, Fox News, and NBC, and their radio campaign includes spots on internet and satellite radio services such as Sirius and iHeartRadio.

25. Defendants have an active social media presence with accounts on Facebook, Instagram, Twitter, Pinterest, and YouTube.

26. Defendants' advertising campaign also included a 2015 "Better Memory Tour." Company representatives traveled aboard the "Prevagen Express" bus to various health food centers and health expos across the country, showcasing the Prevagen Products and Defendant Mark Underwood's Brain Health Guide, which accompanies product orders and can be downloaded from Defendants' websites.

27. Defendants have represented, among other things, through express and implied claims and consumer and expert endorsements, that the Prevagen Products improve memory and provide other cognitive benefits, and that the Prevagen Products' effects on memory and

cognition are clinically proven. To induce consumers to purchase the Prevagen Products, Defendants have disseminated, or caused to be disseminated, advertisements, labeling, and other marketing materials, including, but not limited to, the attached Exhibits A through F. These advertisements contain the following statements and depictions, among others:

A. Prevagen Regular Strength Label (Exhibit A)



Supplement Facts		
Serving Size: 1 capsule		
Servings per container: 30		
Amount per capsule	% Daily Value	
Apoaequorin	10 mg	†
† Daily Value not established.		

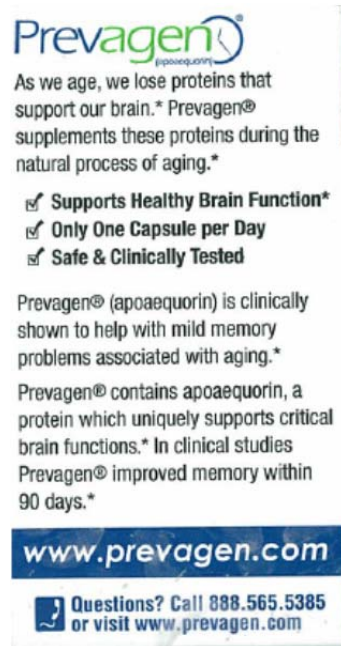
Other ingredients: white rice flour, cellulose, salt, magnesium stearate, acetic acid.

Manufactured & Distributed by Quincy Bioscience
301 S Westfield Road • Madison, WI 53717 

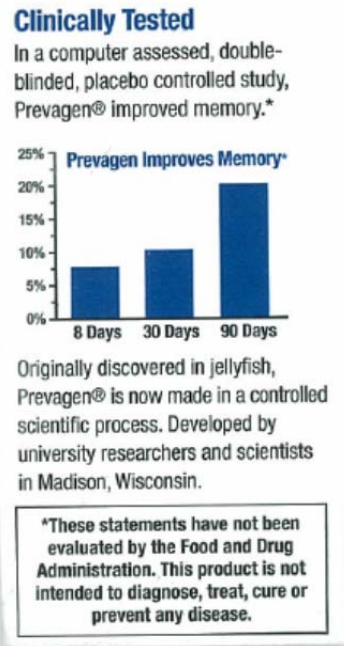
Made without COMMON ALLERGENS

Suggested use: Take 1 vegetarian capsule daily in the morning, with or without food.

SIDE LABEL:



BACK LABEL:



B. Prevagen TV Ad – “Jellyfish Protein” (Exhibits B-1 (transcript) and B-2 (video))

ON SCREEN: Memory Improvement?

ANNOUNCER: Can a protein originally found in the jellyfish improve your memory?

ON SCREEN: QUINCY BIOSCIENCE

Our Scientists Say “Yes!”

ANNOUNCER: Our scientists say yes.

ON SCREEN: Actor portrayal [Screen depicts a smiling doctor wearing a white coat, with the words “Quincy Bioscience” and “Our Scientists Say “Yes!”” appearing next to the doctor. In the next scene, another doctor in a white coat is looking into a microscope. The “Actor Portrayal” disclosure appears in both scenes in small print at the bottom of the screen.]

Supports Healthy Brain Function* [Appears in large font in the center of the screen]

*These statements have not been evaluated by the Food and Drug Administration.

This product is not intended to diagnose, treat, cure or prevent any disease. [This disclosure appears briefly in a box in much smaller font at the bottom of the screen.]

ANNOUNCER: Researchers have discovered a protein that actually supports healthier brain function. It's the breakthrough in a supplement called Prevagen.

ON SCREEN: Prevagen

Supplements Brain Proteins

ANNOUNCER: As we age, we lose proteins that support our brain.

ON SCREEN: Prevagen Improves Memory

Chart [A full-screen bar chart depicts memory improving significantly over 90 days]

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ANNOUNCER: Prevagen supplements these proteins and has been clinically shown to improve memory.

ON SCREEN: Safe Effective

ANNOUNCER: It's safe and effective.

ON SCREEN: Available at Walgreens

CVS/pharmacy RITE AID

ANNOUNCER: For support of healthier brain function, a sharper mind and clearer thinking, try Prevagen for yourself today.

C. Website Capture, Prevagen.com, December 10, 2015 (Exhibit C)

Improve your memory with Prevagen ®*

Prevagen can improve memory*

Prevagen was tested in a large double-blind, placebo-controlled study using computers to assess brain performance. 218 adults over 40 years old participated in the three month study. Prevagen significantly improved learning and word recall.*

Around the age of 40, our brain begins to need more cognitive support.* Prevagen can improve memory within 90 days.*

Common examples where Prevagen may help

- **Walk into a room and forget why.**
- **Spend extra time looking for car keys or purse.**
- **Trouble remembering names or faces.**

These are everyday examples of normal memory challenges that can come with aging. Prevagen has been tested and shown to improve memory.*

Prevagen is a safe and effective supplement

Only Prevagen contains the patented ingredient apoaequorin, a unique protein originally obtained from a specific species of jellyfish called Aequorea Victoria found in the Puget Sound. Apoaequorin is a protein our brains need for healthy function but is diminished in the aging process.

Prevagen is very safe and extremely well-tolerated. There are no known contraindications with any supplements or medications

Make Memories Last a Lifetime

There's nothing more fulfilling than being at your mental best in order to enjoy every moment with friends and family. But that can be difficult for some of us due to normal, age-related memory loss.

Order Now

How does Prevagen ® work?

Laboratory research has demonstrated that Prevagen has powerful cell supporting activity by providing a protein originally found in jellyfish.

In aging, these proteins are depleted leaving brain cells vulnerable to damage. Prevagen is made by Quincy Bioscience and was developed by scientists and University researchers in Madison, Wisconsin.

...

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...

Protein Chemistry

Apoaequorin is capable of crossing the blood brain barrier (BBB) and the GI barrier

When cerebrospinal fluid (CSF) and blood plasma samples were taken from a population of dogs to which apoaequorin was orally administered, these samples showed quantifiable evidence that the supplement was present in the nervous and circulatory systems of the animals. Using a specially designed enzyme-linked immunosorbent assay (ELISA) linked to an electrochemiluminescent assay, it was also demonstrated that apoaequorin levels in dog CSF and plasma increased proportionately as a function of time. These data indicate that apoaequorin is capable of crossing the blood brain barrier and the gastrointestinal barrier via its presence in dog CSF and blood plasma, respectively.

As we age, we lose about 85,000 brain cells each day.

Aging and how Prevagen® can help

In the United States, 10,000 baby boomers turn 50 every day. And although a touch of gray hair can look distinguished, there are other age-related issues that may be unwanted, such as the mild memory problems associated with aging. Your brain is made up of many small cells, and controls everything you do. To stay healthy your brain contains proteins that support brain health.

As we age, the body's ability to naturally produce this protein slows down. When this happens you may start to experience difficulty with memory, focus and concentration. Prevagen helps support brain cells by supplementing the proteins with the patented ingredient apoaequorin and supports healthier brain function.*

Researchers have discovered a protein that actually supports healthy brain function*

For many years, researchers have known that the human brain loses cells throughout our lives, part of the natural process of aging. In fact, we lose about 85,000 brain cells per day, that is one per second, over 31 million brain cells every year! This impacts every aspect of your life... how you think and how you feel. Recently, scientists made a significant breakthrough in brain health with the discovery that apoaquorin can support healthy brain function, help you have a sharper mind and think clearer.*

Prevagen Supports:

Healthy Brain Function*

Apoaquorin is in the same family of proteins as those found in humans, but it was originally discovered in one of nature's simplest organisms—the jellyfish.

Sharper Mind*

Now produced in a scientific process, researchers formulated this vital protein into a product called Prevagen®. Prevagen is clinically shown to help with mild memory problems associated with aging.

Better Memory*

This type of protein is vital and found naturally in the human brain and nervous system. As we age we can't make enough of them to keep up with the brain's demands. Prevagen supplements these proteins during the natural process of aging to keep your brain healthy. Prevagen comes in an easy to swallow capsule. It has no significant side effects and will not interact with your current medication.

Clearer Thinking*

Just how well does Prevagen work? In a computer assessed, double-blinded, placebo controlled study, Prevagen improved memory for most subjects within 90 days.*

...

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...

Quincy Bioscience is a research-based biotechnology company

...

Prevagen® is the company's flagship consumer brand containing apoaequorin which has shown in published studies to be safe and effective. A landmark double-blind and placebo controlled trial demonstrated Prevagen improved short-term memory, learning, and delayed recall over 90 days.

As a result of the supplement's safety and effectiveness, Prevagen is now the number one selling brain support supplement in chain pharmacies across America according to Nielsen data (December 2014).

...

Nobel prize in chemistry

Apoaequorin (Pronounced: ā-poe-ē-kwôr-ĭn) was first discovered in 1962 in glowing jellyfish. Turns out these proteins caused the jellyfish to glow when the proteins bound to calcium ions. We've learned a lot about how calcium functions in the body by using apoaequorin. The Princeton professor who discovered this protein and his colleagues who helped develop the research won the Nobel prize in 2008. Prevagen does not cause any glowing!

Quincy Bioscience and Apoaequorin

Founded in June of 2004 and based in Madison, Wisconsin, Quincy Bioscience is a biotechnology company focused on the discovery, development, and commercialization of novel technologies to address cognitive issues and other age-related health challenges. The core technology of the company is the innovative application of the calcium-binding protein Apoaequorin. Using this cutting edge protein originally discovered in jellyfish in the early 1960s, the company focuses on alleviating the consequences of impaired calcium homeostasis (the imbalance of calcium ions) which can lead to mild memory loss associated with aging.

...

Frequently Asked Questions about Prevagen

...

What is Prevagen?

Prevagen (Pronounced: prev-uh-gen) is a new brain health supplement and functions unlike other brain or memory supplements.* Prevagen's patented ingredient is a new use for a well-known protein called "apoaequorin" which was originally found in a certain species of jelly fish.

Prevagen has been clinically tested and shown to improve mild memory problems that occur in aging.*

What are the most commonly reported benefits of Prevagen?

- Improves absentmindedness*
- Improves memory*
- Helps with mild memory problems associated with aging*

How long will it take to feel results?

Daily use for 30-90 days is a reasonable length of time to experience results.

Do you have research supporting Prevagen?

Yes. A recent memory study showed Prevagen significantly supported cognitive function compared to placebo.

View the study [links to the Madison Memory Study]

...

What are all the asterisks (*) for?

The asterisk (*) denotes the FDA disclaimer for dietary supplements. This statement or "disclaimer" is required by law (DSHEA) when a manufacturer makes a structure/function claim on a dietary supplement label. In general, these claims describe the role of a nutrient or dietary ingredient intended to affect the structure or function of the body. The manufacturer is responsible for ensuring the accuracy and truthfulness of these claims; they are not approved by FDA. For this reason, the law says that if a dietary supplement label includes such a claim, it must state in a "disclaimer" that FDA has not evaluated this claim. The disclaimer must also state that this product is not intended to "diagnose, treat, cure or prevent any disease," because only a drug can legally make such a claim. For more information on dietary supplements, please visit www.fda.gov

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Watch Prevagen Reviews

After over 15 years of research, we know Prevagen works to improve memory. But you don't have to take our word for it. On the following pages, you'll find Prevagen reviews from actual Prevagen users and hear how this brain health supplement, originally derived from a jellyfish, has helped them.

If you feel like you can relate to any of these people—whether you have trouble remembering names, or forget where you placed your keys—you may be experiencing age-related memory loss. This is a totally normal part of aging, but as you will see from watching these Prevagen reviews, you CAN take action to preserve your memories.

The personal experiences you'll find here are from actual Prevagen users. They are not from employees, friends or any party where compensation was offered as an inducement for providing a favorable testimonial. These are real reviews from real people.

...

Mary remembers names better

I would say I probably noticed a difference within a month of taking Prevagen. That I was able to remember things better. And I wasn't as frustrated with myself, which was great.

...

Jim improved his memory*

I had such a positive experience from Prevagen that I would urge anybody to at least try it and see if it'll work for them, because it sure helped me.

...

“Why not try it?”

It was about 3 weeks when the product began to work for me, and it's just getting better. I think its important to optimally age, there's no such thing as anti-aging, we're all going to age. But for me, this has been optimal.

...

**D. The Brain Health Guide, Mark Underwood, February 11, 2016
(Exhibit D)**

**CHAPTER 1
AMERICA'S STATE OF BRAIN HEALTH**

As we age, mild memory problems result in more difficulty in remembering. They also lead to an inability to focus, pay attention or stay on task. With advancing age comes increasing stress that can affect the brain.

...

**CHAPTER 10
WHAT IS PREVAGEN?**

...

In order to stay healthy, the brain has specific proteins which help support brain cell function. Like other physiological processes in normal aging, the brain's level of these proteins decreases as we grow older. In the progression of normal aging, signs of forgetfulness become more obvious in our 50s. What was once easy to recall, now takes a little longer to retrieve.

**How often do these occur? You may want to
ask a loved one to help you answer the questions!**

1. Forget words you want to use in a conversation.
2. Set items down and then forget where you placed them.
3. Repeat tasks that you already completed previously.
4. Forget details of what you did or what happened to you yesterday.
5. Ask someone the same question twice or telling [sic] the same story.

*Prevagen may help you improve your memory.**

Breakthrough Brain Health Supplement*

Prevagen is a safe and effective brain health supplement shown to improve memory.* Prevagen supports brain function by using the protein apoaequorin to supplement the proteins that are diminished as we age.* Supplementing with Prevagen has also shown to support the performance of the brain as demonstrated in cognitive testing. (More on this topic in the next chapter.)*

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...

Chapter 11
THE LATEST SCIENCE

...

PREVAGEN IMPROVES MEMORY*

In 2010, Quincy Bioscience set out to build on the strong evidence that had been gathered on ability [sic] of apoaequorin to improve memory*

...

The goal of the Madison Memory Study was to measure Prevagen's ability to improve brain function using computer software in people experiencing normal age-related mild memory difficulties.*

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...

A total of 218 adults ages 40 to 91 years old, were tested at predetermined one-month time intervals and changes on specific assessments of cognitive function were measured at various time points during the study. The final results of the study were very encouraging. The data showed that people taking Prevagen had statistically significant improvement in several areas of memory compared to

baseline and to placebo.* The Prevagen group improved their scores in executive function, learning, memory, and word recall.*

...

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...

A Life of Quality

Have you ever heard something, and it made an impression on you? That is verbal learning. The act of remembering is primal. And the ability to summon information previously heard or seen is at our core. Being able to recall (and repeat) something that occurred earlier gives our lives greater meaning and purpose.

An example might be experiencing something someone said -- words from a colleague or an actor in a film. Those words -- anything from something profound and memorable to a joke, made an impression. You wanted to remember what you had just heard so you could relate it to others. Still another example might be hearing of a new book, and wanting to recall its title so you could later find out more. Both exhibit verbal learning, an essential brain activity that helps us retain information.

When the International Shopping Recall List Test was presented in the Madison Memory Study, a short shopping list was read aloud to subjects three times in succession with the participants given the chance to repeat what they could remember from the list after each time. Then the other tests were taken. When completed, testers asked each subject to recall verbally what was on the shopping list. The results were significant. Over the 90-day run of the study, subjects within a normal cognitive range and those with mild to moderate impairment fared well. Both groups had taken Prevagen during the three-month study period.

While little in this world is perfect, research, executed properly, uncovers ways that can improve the quality of our lives as we age. And being able to remember and repeat something verbally to others is an example of that quality. In the Madison Memory Study, the Prevagen arm significantly improved all of the above mentioned areas. For more about the study, see the appendix.

...

EPILOGUE

RESEARCHERS DISCOVER “A GIFT FROM THE SEA”

Mark Underwood, President and Co-Founder
Quincy Bioscience

...

Together with Mike Beaman, my business partner, we have developed a way for this unique jellyfish technology to be used for supporting the brain.*

...

My goal is to help as many people as we can through the further development of Prevagen, by educating people on brain health, and by providing the public with a supplement that has been shown to work and is safe and scientifically sound.

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...

E. The Better Memory Show Infomercial (Exhibits E-1 (transcript) and E-2 (video))

ON SCREEN: Teri Barr

Television Investigative Journalist

TERI BARR: Hello, I'm Teri Barr. I've been a writer and television investigative journalist for more than 20 years, reporting on stories that can dramatically impact your health and well-being and the health of the people in your life you love and care about. Now, several years ago, I came across a story about a company doing some research on the brain, and I wanted to share this with you. They discovered a protein in jellyfish and they thought it might have the ability to support your brain and improve your memory. So, our special guest today is going to share with us exactly how this gift from the sea holds the key to improving normal age-related memory problems and so much more. I'm happy to have with us today Mark Underwood. He is a neuroscientist. He is also an author and has been featured in media all across the country talking about this discovery. And he also has a very special personal story to share. Mark, thank you for joining us today.

ON SCREEN: Mark Underwood

President of Quincy Bioscience, Neuroscientist,

Author

MARK UNDERWOOD: Well, thank you, Teri. Memory problems are a big issue.

TERI BARR: Right.

MARK UNDERWOOD: As the baby boomers continue to age, we see more and more people that are struggling with day-to-day activities. They might become forgetful and lose their car keys or their cell phone, but certainly, you know, even some of us, well, we might walk into a room and forget where we're going.

TERI BARR: Mm-hmm.

MARK UNDERWOOD: -- or we're rummaging through the refrigerator and we forget what we're up to. Our research has shed some new light on how to improve these mild memory issues and, hopefully, it will be helpful for all those that are out there watching us today to learn more about how the brain works, how it changes with the aging process and, specifically, how we can use that unique protein found in the jellyfish to help our brains, well, get a little better, help our memory improve, and that's offering a lot of hope to people, those that have already been using Prevacen for some time, to help them with their day-to-day lives and make it a little bit easier.

...

MARK UNDERWOOD: A large double blind, placebo-controlled trial that we completed that showed great efficacy for Prevacen, showing statistically significant improvements in word recall, in executive function, and also in short term memory.

ON SCREEN: Word Recall

Executive Function

Short-term Memory

...

ON SCREEN: In a clinical trial participants showed improvement in memory in 90 days. Results published in peer reviewed journal in July 2011.

MARK UNDERWOOD: In the clinical trial, we were showing those benefits after the first month and those continued to improve after the second and third months.

...

ON SCREEN: Sue H.

Prevagen User

SUE H.: When I first heard about Prevagen from my neighbor, Jan, I hoped that it would help my middle-aged memory become a little clearer. At work, I multitask all day long and I would find myself standing over somewhere wondering, why did I come back here. I find that a lot less now. Since I started taking Prevagen, I feel like I'm able to stay on task without wavering off and doing three different things, multitasking. I can stay on task and finish my project and it's just easier. We see probably 60 patients in our office a day. The doctor asked several of us if we remembered this certain patient and I was the only one that could come up with her name. They think I'm amazing. They just are amazed at my memory at work. I would tell my friends and relatives that Prevagen is great. I'd recommend it to all of them no matter what age just because of the benefits that I have seen in my focus and memory.

...

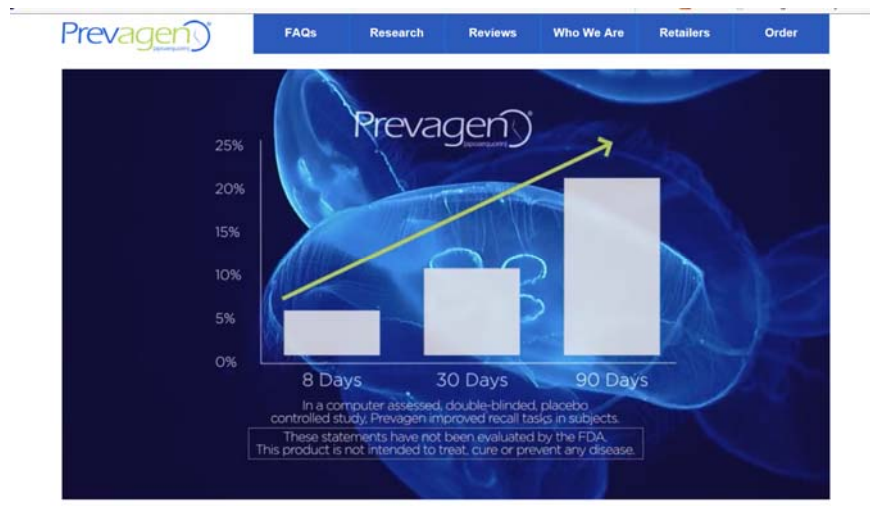
F. Prevagen Express Bus, Instagram Post Captured on March 31, 2016 (Exhibit F)



28. To substantiate their claims that Prevagen improves memory, is clinically shown to improve memory, improves memory within 90 days, is clinically shown to improve memory within 90 days, reduces memory problems associated with aging, is clinically shown to reduce memory problems associated with aging, provides other cognitive benefits, and is clinically shown to provide other cognitive benefits, Defendants primarily rely on one double-blind, placebo-controlled human clinical study using objective outcome measures of cognitive function. This study, called the Madison Memory Study, involved 218 subjects taking either 10 milligrams of Prevagen or a placebo. The subjects were assessed on nine computerized cognitive tasks, designed to assess a variety of cognitive skills, including memory and learning, at various intervals over a period of ninety days. The Madison Memory Study failed to show a statistically significant improvement in the treatment group over the placebo group on any of the nine computerized cognitive tasks.

29. After failing to find a treatment effect for the sample as a whole, the researchers conducted more than 30 post hoc analyses of the results, looking at data broken down by several variations of smaller subgroups for each of the nine computerized cognitive tasks. This methodology greatly increases the probability that some statistically significant differences would occur by chance alone. Even so, the vast majority of these post hoc comparisons failed to show statistical significance between the treatment and placebo groups. Given the sheer number of comparisons run and the fact that they were post hoc, the few positive findings on isolated tasks for small subgroups of the study population do not provide reliable evidence of a treatment effect.

30. Nevertheless, Defendants widely touted the Madison Memory Study in their advertising. For example, the chart below appeared in the product labels for the Prevagen Products and Defendants' TV ads and website, prevagen.com. It indicates that a "double-blinded, placebo controlled study" showed dramatic improvement in recall tasks when, in fact, the results for the specific task referenced in the chart showed no statistically significant improvement in subjects taking Prevagen compared to subjects taking a placebo. In addition, Defendants eliminated from the chart one of the four data points in the study – day 60. At day 60, the recall task scores of subjects taking Prevagen declined from day 30, and were slightly worse than the recall task scores of subjects in the placebo group.



31. Defendants' claims that their product improves memory and cognition rely on the theory that the product's dietary protein, apoaequorin, enters the human brain to supplement endogenous proteins that are lost during the natural process of aging. Defendants developed their product and created their marketing campaign based on this theory. Defendants, however, do not have studies showing that orally-administered apoaequorin can cross the human blood brain barrier and therefore do not have evidence that apoaequorin enters the human brain. To the

contrary, Defendants' safety studies show that apoaeguorin is rapidly digested in the stomach and broken down into amino acids and small peptides like any other dietary protein.

VIOLATIONS OF THE FTC ACT

32. Section 5(a) of the FTC Act, 15 U.S.C. § 45(a), prohibits "unfair or deceptive acts or practices in or affecting commerce."

33. Misrepresentations or deceptive omissions of material fact constitute deceptive acts or practices prohibited by Section 5(a) of the FTC Act.

34. Section 12 of the FTC Act, 15 U.S.C. § 52, prohibits the dissemination of any false advertisement in or affecting commerce for the purpose of inducing, or which is likely to induce, the purchase of food, drugs, devices, services, or cosmetics.

35. For the purposes of Section 12 of the FTC Act, 15 U.S.C. § 52, Prevagen is either a "food" or "drug" as defined in Section 15(b) and (c) of the FTC Act, 15 U.S.C. § 55(b), (c).

COUNT I

FALSE OR UNSUBSTANTIATED EFFICACY CLAIMS

(By Plaintiff Federal Trade Commission)

36. Through the means described in Paragraphs 19 through 31, Defendants have represented, directly or indirectly, expressly or by implication, that:

- A. Prevagen improves memory;
- B. Prevagen improves memory within 90 days;
- C. Prevagen reduces memory problems associated with aging; and
- D. Prevagen provides other cognitive benefits, including but not limited to, healthy brain function, a sharper mind, and clearer thinking.

37. The representations set forth in Paragraph 36 are false or misleading, or were not substantiated at the time the representations were made.

38. Therefore, the making of the representations as set forth in Paragraph 36 constitutes a deceptive act or practice and the making of false advertisements, in or affecting commerce, in violation of Sections 5(a) and 12 of the FTC Act, 15 U.S.C. §§ 45(a) and 52.

COUNT II

FALSE PROOF CLAIMS

(By Plaintiff Federal Trade Commission)

39. Through the means described in Paragraphs 19 through 31, Defendants have represented, directly or indirectly, expressly or by implication, that:

- A. Prevagen is clinically shown to improve memory;
- B. Prevagen is clinically shown to improve memory in 90 days;
- C. Prevagen is clinically shown to reduce memory problems associated with aging; and
- D. Prevagen is clinically shown to provide other cognitive benefits, including but not limited to, healthy brain function, a sharper mind, and clearer thinking.

40. The representations set forth in Paragraph 39 are false.

41. Therefore, the making of the representations as set forth in Paragraph 39 constitutes a deceptive act or practice and the making of false advertisements, in or affecting commerce, in violation of Sections 5(a) and 12 of the FTC Act, 15 U.S.C. §§ 45(a) and 52.

VIOLATIONS OF NEW YORK STATE LAW

COUNT III

REPEATED FRAUDULENT OR ILLEGAL ACTS

(By Plaintiff NYAG)

42. As set forth in Paragraphs 19 through 31 above, which allegations are incorporated as if set forth herein, Defendants have committed acts and practices that constitute repeated and persistent fraudulent and illegal conduct in violation of NY Exec. Law § 63(12), including misrepresenting, directly or indirectly, expressly or by implication, that:

- A. Prevagen improves memory;
- B. Prevagen is clinically shown to improve memory;
- C. Prevagen improves memory within 90 days;
- D. Prevagen is clinically shown to improve memory within 90 days;
- E. Prevagen reduces memory problems associated with aging;
- F. Prevagen is clinically shown to reduce memory problems associated with aging;
- G. Prevagen provides other cognitive benefits, including but not limited to healthy brain function, a sharper mind, and clearer thinking; and
- H. Prevagen is clinically shown to provide other cognitive benefits, including but not limited to healthy brain function, a sharper mind, and clearer thinking.

43. The representations set forth in Paragraph 42 are false or misleading, or were not substantiated at the time the representations were made.

COUNT IV

DECEPTIVE ACTS OR PRACTICES AND FALSE ADVERTISING

(By Plaintiff NYAG)

44. As set forth in Paragraphs 19 through 31 above, which allegations are incorporated as if set forth herein, Defendants have committed acts and practices that constitute repeated and persistent fraudulent and illegal conduct and false advertising in violation of NY GBL §§ 349 and 350, including misrepresenting, directly or indirectly, expressly or by implication, that:

- A. Prevagen improves memory;
- B. Prevagen is clinically shown to improve memory;
- C. Prevagen improves memory within 90 days;
- D. Prevagen is clinically shown to improve memory within 90 days;
- E. Prevagen reduces memory problems associated with aging;
- F. Prevagen is clinically shown to reduce memory problems associated with aging;
- G. Prevagen provides other cognitive benefits, including but not limited to healthy brain function, a sharper mind, and clearer thinking; and
- H. Prevagen is clinically shown to provide other cognitive benefits, including but not limited to healthy brain function, a sharper mind, and clearer thinking.

45. The representations set forth in Paragraph 44 are false or misleading, or were not substantiated at the time the representations were made.

CONSUMER INJURY

46. Consumers have suffered and will continue to suffer substantial injury as a result of Defendants' violations of the FTC Act, NY Exec. Law § 63(12), and NY GBL §§ 349 and 350. In addition, Defendants have been unjustly enriched as a result of their unlawful acts or practices. Absent injunctive relief by this Court, Defendants are likely to continue to injure consumers, reap unjust enrichment, and harm the public interest.

THIS COURT'S POWER TO GRANT RELIEF

47. Section 13(b) of the FTC Act, 15 U.S.C. § 53(b), empowers this Court to grant injunctive and such other relief as the Court may deem appropriate to halt and redress violations of any provision of law enforced by the FTC. The Court, in the exercise of its equitable jurisdiction, may award ancillary relief, including rescission or reformation of contracts, restitution, the refund of monies paid, and the disgorgement of ill-gotten monies, to prevent and remedy any violation of any provision of law enforced by the FTC.

48. NY Exec. Law § 63(12) and NY GBL §§ 349 and 350 authorize this Court to issue appropriate orders granting equitable or other appropriate relief for Defendants' violations of NY Exec. Law § 63(12) and NY GBL §§ 349 and 350.

PRAYER FOR RELIEF

Wherefore, Plaintiff FTC, pursuant to Section 13(b) of the FTC Act, 15 U.S.C. § 53(b), and Plaintiff State of New York, pursuant to NY Exec. Law § 63(12) and NY GBL §§ 349 and 350, and as authorized by the Court's own equitable powers, request that the Court:

A. Enter a permanent injunction to prevent future violations of the FTC Act, the NY Exec. Law, and the NY GBL by Defendants;

B. Award such relief as the Court finds necessary to redress injury to consumers resulting from Defendants' violations of the FTC Act, the NY Exec. Law, and the NY GBL, including, but not limited to, rescission or reformation of contracts, restitution, the refund of monies paid, and the disgorgement of ill-gotten monies;

C. Award civil penalties in an amount up to \$5,000 for each violation of NY GBL §§ 349 and 350, pursuant to NY GBL § 350-d; and

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

Respectfully submitted,

Dated: January 9, 2017

DAVID C. SHONKA
Acting General Counsel

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EXHIBIT A



Supplement Facts

Serving Size: 1 capsule
Servings per container: 30

Amount per capsule	% Daily Value
Apoaequorin 10 mg	†

† Daily Value not established.

Other ingredients: white rice flour, cellulose, salt, magnesium stearate, acetic acid.

Manufactured & Distributed by Quincy Bioscience
301 S Westfield Road • Madison, WI 53717 

Made without COMMON ALLERGENS

Suggested use: Take 1 vegetarian capsule daily in the morning, with or without food.

SIDE LABEL:

Prevagen®
(apoeaeguorin)

As we age, we lose proteins that support our brain.* Prevacen® supplements these proteins during the natural process of aging.*

- ✓ Supports Healthy Brain Function*
- ✓ Only One Capsule per Day
- ✓ Safe & Clinically Tested

Prevagen® (apoeaeguorin) is clinically shown to help with mild memory problems associated with aging.*

Prevagen® contains apoeaeguorin, a protein which uniquely supports critical brain functions.* In clinical studies Prevacen® improved memory within 90 days.*

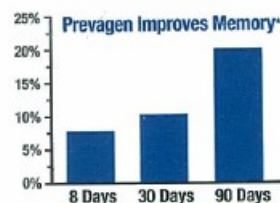
www.prevagen.com

Questions? Call 888.565.5385 or visit www.prevagen.com

BACK LABEL:

Clinically Tested

In a computer assessed, double-blinded, placebo controlled study, Prevacen® improved memory.*



Originally discovered in jellyfish, Prevacen® is now made in a controlled scientific process. Developed by university researchers and scientists in Madison, Wisconsin.

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

EXHIBIT B-1

OFFICIAL TRANSCRIPT PROCEEDING

FEDERAL TRADE COMMISSION

MATTER NO. 1523206

TITLE QUINCY BIOSCIENCES HOLDING COMPANY,
INC.

DATE RECORDED: FEBRUARY 22, 2016

TRANSCRIBED: MARCH 20, 2016

REVISED: APRIL 4, 2016

PAGES 1 THROUGH 6

PREVAGEN ADVERTISEMENT

2016-02-22 Prevagen TV Spot "Jellyfish Protein"

FEDERAL TRADE COMMISSION

I N D E X

RECORDING:

PAGE:

Prevagen Advertisement

4

FEDERAL TRADE COMMISSION

In the Matter of:)
Quincy Bioscience Holding) Matter No. 1523206
Company, Inc.)
-----)

Date Unknown

The following transcript was produced from a
digital recording provided to For The Record, Inc. on
March 9, 2016.

P R O C E E D I N G S

- - - - -

PREVAGEN ADVERTISEMENT

ON SCREEN: Memory Improvement?

ANNOUNCER: Can a protein originally found in
the jellyfish improve your memory?

ON SCREEN: QUINCY BIOSCIENCE

Our Scientists Say "Yes!"

ANNOUNCER: Our scientists say yes.

ON SCREEN: Actor portrayal

Supports Healthy Brain Function*

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

ANNOUNCER: Researchers have discovered a
protein that actually supports healthier brain function.
It's the breakthrough in a supplement called Prevagen.

ON SCREEN: Prevagen

Supplements Brain Proteins

ANNOUNCER: As we age, we lose proteins that
support our brain.

ON SCREEN: Prevagen Improves Memory

Chart

These statements have not been evaluated by

1 the Food and Drug Administration. This product is not
2 intended to diagnose, treat, cure or prevent any
3 disease.

4 ANNOUNCER: Prevagen supplements these proteins
5 and has been clinically shown to improve memory.

6 ON SCREEN: Safe Effective

7 ANNOUNCER: It's safe and effective.

8 ON SCREEN: Available at Walgreens

9 CVS/pharmacy RITE AID

10 ANNOUNCER: For support of healthier brain
11 function, a sharper mind and clearer thinking, try
12 Prevagen for yourself today.

13 ON SCREEN: Prevagen is the #1 BRAIN HEALTH
14 Support Supplement in America

15 Available at Walgreens CVS/pharmacy RITE AID

16 (The recording was concluded.)
17
18
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C E R T I F I C A T I O N O F T Y P I S T

MATTER NUMBER: 1523206

CASE TITLE: QUINCY BIOSCIENCE HOLDING COMPANY, INC.

TAPING DATE: FEBRUARY 22, 2016

TRANSCRIPTION DATE: MARCH 20, 2016

REVISION DATE: APRIL 4, 2016

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

DATED: APRIL 4, 2016

ELIZABETH M. FARRELL

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

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

SARA J. VANCE

EXHIBIT B-2

(Video exhibit submitted separately)

EXHIBIT C



Improve your memory with Prevagen ®*

Prevagen can improve memory*

Prevagen was tested in a large double-blind, placebo-controlled study using computers to assess brain performance. 218 adults over 40 years old participated in the three month study. Prevagen significantly improved learning and word recall.*

Around the age of 40, our brain begins to need more cognitive support.* Prevagen can improve memory within 90 days.*

Common examples where Prevagen may help

- Walk into a room and forget why.
- Spend extra time looking for car keys or purse.
- Trouble remembering names or faces.

These are everyday examples of normal memory challenges that can come with aging. Prevagen has been tested and shown to improve memory.*



Prevagen is a safe and effective supplement

Only Prevagen contains the patented [ingredient apoequorin](#), a unique protein originally obtained from a specific species of jellyfish called Aequorea victoria found in the Puget Sound. Apoaequorin is a protein our brains need for healthy function but is diminished in the aging process.

Prevagen is very safe and extremely well-tolerated. There are no known contraindications with any supplements or medications

Make Memories Last a Lifetime

There's nothing more fulfilling than being at your mental best in order to enjoy every moment with friends and family. But that can be difficult for some of us due to normal, age-related memory loss.

Order Now

Supplement Facts		
Serving Size: 1 capsule		
Servings per container: 30		
Amount per capsule	% Daily Value	
Apoaequorin	10 mg	†
† Daily Value not established.		

Other ingredients: white rice flour, cellulose, salt, vegetable sourced magnesium stearate, acetic acid.

Manufactured & Distributed by
Quincy Bioscience Holding Company, Inc.
301 S Westfield Road • Madison, WI 53717

Made without most common allergens
(milk, eggs, fish, crustacean shellfish, tree nuts, peanuts, wheat, and soybeans)

Suggested use: Take 1 vegetarian capsule daily in the morning, with or without food.



Exhibit C (1)

How does Prevagen® work?

Laboratory research has demonstrated that Prevagen® has powerful cell supporting activity by providing a protein originally found in jellyfish.

In aging, these proteins are depleted leaving brain cells vulnerable to damage. Prevagen® is made by Quincy Bioscience and was developed by scientists and University researchers in Madison, Wisconsin.



SHORTCUTS

[Home](#)
[About Prevagen](#)
[Research](#)
[Prevagen Reviews](#)
[Apoaequorin](#)
[Frequently Asked Questions \(FAQs\)](#)

COMMON QUESTIONS

[What is Prevagen?](#)
[What are the most commonly reported benefits of Prevagen?](#)
[How long will it take to feel results?](#)
[Do you have research supporting Prevagen?](#)

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Sign up for the *Memory Improvement Guide*.

Email *

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Copyright © Quincy Bioscience 2015 | All rights reserved. | Prevagen is a registered trademark and product of Quincy Bioscience

Made in Madison, Wisconsin, USA



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



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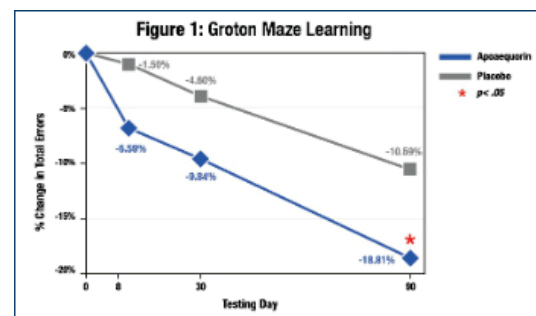
View our research and studies on Prevagen®

Prevagen® significantly improves memory*

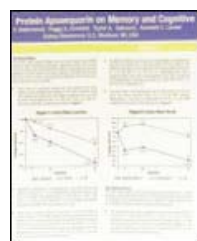


In a large three month randomized, double-blind, placebo-controlled study of participants over 40 years old who were experiencing some mild memory problems associated with aging, the Prevagen group significantly supported areas of cognitive function such as learning and word recall.* The study was conducted on specific areas of cognitive function using a quantitative, [computerized cognitive assessment tool](#).

[View the study](#)

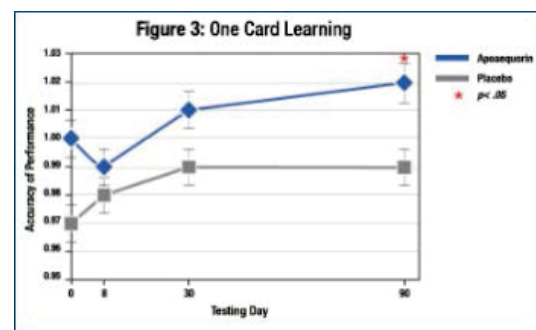


Effects Of The Calcium Binding Protein Apoaequorin On Memory And Cognitive Function In Older Adults



A sample of 218 adults, aged 40 to 91 years, with self-reported memory concerns were randomly assigned to receive either apoaequorin or a matched placebo. The apoaequorin arm (10 mg oral) showed a statistically significant improvement in a number of different measures of cognitive function, including executive function, visual and verbal learning, and memory.* Significant improvements were seen on a number of different tasks from the [CogState Research Battery](#). Data was [presented/published](#) in 2011 at the ICAD/AAIC in Paris, France.

[View the study](#)



Prevagen improves memory in a 90 day study*



The Prevagen Memory Study was an open-label study of 56 generally healthy participants over a 90 day period measuring changes in overall cognition and general health. Changes in performance were measured via a standardized battery of questions. The results of the study show improved performance across all parameters.

[View the study](#)



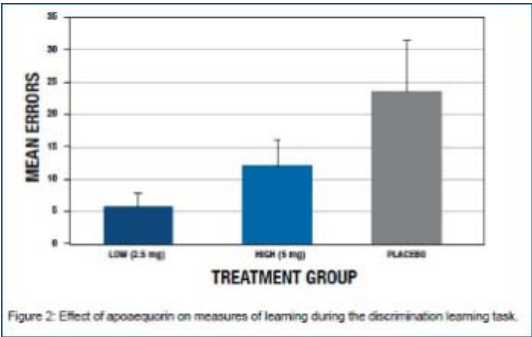
Exhibit C (3)

A Novel Mechanism for Cognitive Enhancement in Aged Dogs



A peer reviewed journal article related to the two canine clinical trials featuring apoeaquorin's effect on cognition in aged beagles was accepted for publication by the [Journal of Veterinary Behavior](#) in 2014. This study examined the effectiveness of apoeaquorin, a calcium buffering protein, in modifying cognitive decline in aged beagle dogs in two separate experiments.

[View the study](#)

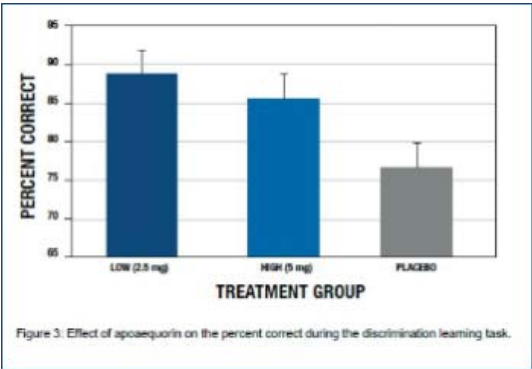


Enhancement of Cognitive Function in Aged Canines with Apoeaquorin*



These results, suggest the calcium binding protein apoeaquorin may have beneficial effects in treating cognitive dysfunction in aged beagle dogs. Initial data was previously presented/published in 2011 at the ICAD/AAIC in Paris, France.

[View the study](#)



Safety Assessment Of Apoeaquorin*



Dosing in the [study](#) was the equivalent of 4,000 times the recommended daily amount of Prevagen 10mg and 2,000 times the recommended daily amount of Prevagen Extra Strength 20mg. In addition, [apoeaquorin achieved self-affirmed GRAS status](#) (generally recognized as safe) after an independent panel of expert scientists concluded that apoeaquorin is safe for use in food products.

[View the study](#)

Safety Assessment Of The Calcium-Binding Protein, Apoeaquorin*



Apoeaquorin is not expected to have any significant risk of allergic cross-reactivity for those who are allergic to known allergens. The results from the bioinformatics searches with the apoeaquorin sequence show the protein is not a known allergen and not likely to cross-react with known allergens.

[View the study](#)

Ongoing Research Partnership



Quincy Bioscience has had a long standing sponsored research agreement with the [UWM Neuroscience](#) department and the laboratory of [Dr. James R. Moyer](#). The UWM lab has provided critical insight into the interaction between apoaeguorin and hippocampal neurons in animal models. The lab has published and presented several papers at [international neuroscience conferences](#) related to apoaeguorin and its functionality.

Protein Chemistry

Apoaeguorin is capable of crossing the blood brain barrier (BBB) and the GI barrier

When cerebrospinal fluid (CSF) and blood plasma samples were taken from a population of dogs to which apoaeguorin was orally administered, these samples showed quantifiable evidence that the supplement was present in the nervous and circulatory systems of the animals. Using a specially designed enzyme-linked immunosorbent assay (ELISA) linked to an electrochemiluminescent assay, it was also demonstrated that apoaeguorin levels in dog CSF and plasma increased proportionately as a function of time. These data indicate that apoaeguorin is capable of crossing the blood brain barrier and the gastrointestinal barrier via its presence in dog CSF and blood plasma, respectively.

As we age, we lose about 85,000 brain cells each day.

Aging and how Prevagen® can help

In the United States, 10,000 baby boomers turn 50 every day. And although a touch of gray hair can look distinguished, there are other age-related issues that may be unwanted, such as the mild memory problems associated with aging. Your brain is made up of many small cells, and controls everything you do. To stay healthy your brain contains proteins that support brain health.

As we age, the body's ability to naturally produce this protein slows down. When this happens you may start to experience difficulty with memory, focus and concentration. Prevagen helps support brain cells by supplementing the proteins with the patented ingredient apoaeguorin and supports healthier brain function.*

Researchers have discovered a protein that actually supports healthy brain function*

For many years, researchers have known that the human brain loses cells throughout our lives, part of the natural process of aging. In fact, we lose about 85,000 brain cells per day, that is one per second, over 31 million brain cells every year! This impacts every aspect of your life ... how you think and how you feel. Recently, scientists made a significant breakthrough in brain health with the discovery that apoaeguorin can support healthy brain function, help you have a sharper mind and think clearer.*

Prevagen Supports:

Healthy Brain Function*

Apoaeguorin is in the same family of proteins as those found in humans, but it was originally discovered in one of nature's simplest organisms — the jellyfish.

Sharper Mind*

Now produced in a scientific process, researchers formulated this vital protein into a product called Prevagen®. Prevagen is clinically shown to help with mild memory problems associated with aging.*

Better Memory*

This type of protein is vital and found naturally in the human brain and nervous system. As we age we can't make enough of them to keep up with the brain's demands. Prevagen supplements these proteins during the natural process of aging to keep your brain healthy. Prevagen comes in an easy to swallow capsule. It has no significant side effects and will not interact with your current medication.

Clearer Thinking*

Just how well does Prevagen work? In a computer assessed, double-blinded, placebo controlled study, Prevagen improved memory for most subjects within 90 days.*



vitamin angels®
PROUD SUPPORTER

SHORTCUTS

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- Research
- Prevagen Reviews
- Apoaequorin
- Frequently Asked Questions (FAQs)

COMMON QUESTIONS

- What is Prevagen?
- What are the most commonly reported benefits of Prevagen?
- How long will it take to feel results?
- Do you have research supporting Prevagen?

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Made in Madison, Wisconsin, USA



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Quincy Bioscience is a research-based biotechnology company

Quincy Bioscience is a biotechnology company based in Madison, Wisconsin focused on the discovery, development and commercialization of novel technologies to support cognitive function and other normal health challenges such as mild memory problems associated with aging.

Quincy Bioscience is set apart by its use of apocaequorin, a protein originally discovered in jellyfish, now patented by Quincy Bioscience for use in a variety of products to support cognitive function. Apocaequorin is manufactured in a cGMP compliant facility.

The discovery and development of Apocaequorin in 1962 as a calcium signaler earned the scientists responsible the [Nobel Prize in Chemistry in 2008](#). Quincy Bioscience is building on this work through its novel use of the protein. Apocaequorin achieved self-affirmed GRAS status (generally recognized as safe) after an independent panel of expert scientists concluded that [apocaequorin is safe for use in food products](#).



Quincy Bioscience – Madison, Wisconsin

PrevaGen® is the company's flagship consumer brand containing apocaequorin which has shown in published studies to be [safe](#) and effective. A landmark [double-blind and placebo-controlled trial demonstrated PrevaGen improved short-term memory, learning, and delayed recall](#) over 90 days.



As a result of the supplement's safety and effectiveness, PrevaGen is now the number one selling brain support supplement in chain pharmacies across America according to Nielsen data (December, 2014).

In 2012, the first year of eligibility, Quincy Bioscience ranked [#398 on the Inc. 500 list](#) of fastest growing private companies in the United States.

PrevaGen is 100% manufactured in the United States

Apocaequorin is no longer extracted from the jellyfish. The protein can be grown in a controlled scientific process. The end result is the exact composition of apocaequorin without any of the heavy metal pollution that jellyfish may be exposed to in the ocean. Additionally, all phases of production are conducted in the state of Wisconsin.

Quincy Bioscience's Quality Assurance Department is fully compliant with current Good Manufacturing Practice (cGMP) standards as defined in federal code by 21 CFR 111. All batches are tested for purity, strength, and safety.



— PrevaGen is Made in the USA



Exhibit C (7)



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Memory Improvement Guide



Apoaequorin



Safety



FAQs

Nobel prize in chemistry

Apoaequorin (Pronounced: ā-poe-ē-kwôr-în) was first discovered in 1962 in glowing jellyfish. Turns out these proteins caused the jellyfish to glow when the proteins bound to calcium ions. We've learned a lot about how calcium functions in the body by using apoaequorin. The Princeton professor who discovered this protein and his colleagues who helped develop the research won the Nobel prize in 2008. Prevagen does not cause any glowing!



Quincy Bioscience and Apoaequorin

Founded in June of 2004 and based in Madison, Wisconsin, Quincy Bioscience is a biotechnology company focused on the discovery, development, and commercialization of novel technologies to address cognitive issues and other age-related health challenges. The core technology of the company is the innovative application of the calcium-binding protein Apoaequorin. Using this cutting edge protein originally discovered in jellyfish in the early 1960's, the company focuses on alleviating the consequences of impaired calcium homeostasis (the imbalance of calcium ions) which can lead to mild memory loss associated with aging.

From a Jellyfish

Apoaequorin originally comes from a species of jellyfish called *Aequorea victoria* — a bioluminescent organism with one of the simplest nervous systems. Quincy Bioscience is the first to utilize apoaequorin as a tool in the support of the brain in the human body.* The Nobel Prize in Chemistry in 2008 was awarded to researchers Osamu Shimomura, Martin Chalfie, and Roger Y. Tsien who discovered the luminescent jellyfish protein and advanced its usefulness in science with the Nobel committee calling the discovering of the glowing protein, “has become one of the most important tools used in contemporary bioscience.” Their discovery and advancement made the work at Quincy Bioscience possible.

[More Information on Apoaequorin](#)



— Jellyfish in Motion





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Frequently Asked Questions about Prevagen

Since Prevagen is a unique brain health supplement, we’ve provided answers to some of the most frequently asked questions you may have.

What is Prevagen?

Prevagen (Pronounced: prev-uh-gen) is a new brain health supplement and functions unlike other brain or memory supplements.* Prevagen's patented ingredient is a new use for a well-known protein called “apoaequorin” which was originally found in a certain species of jellyfish.

Prevagen has been clinically tested and shown to improve mild memory problems that occur in aging.*


What are the most commonly reported benefits of Prevagen?

- Improves absentmindedness*
- Improves memory*
- Helps with mild memory problems associated with aging*

How long will it take to feel results?

Daily use for 30-90 days is a reasonable length of time to experience results.

Do you have research supporting Prevagen?



Yes. A recent memory study showed Prevagen significantly supported cognitive function compared to placebo.*

[View the study](#)

Does Prevagen pass the gastrointestinal (GI)?

When cerebrospinal fluid (CSF) and blood plasma samples were taken from a population of dogs to which apoaequorin was orally administered, these samples showed quantifiable evidence that the supplement was present in the nervous and circulatory systems of the animals. Using a specially designed enzyme-linked immunosorbent assay (ELISA) linked to an electrochemiluminescent assay, it was also demonstrated that apoaequorin levels in dog CSF and plasma increased proportionately as a function of time. These data indicate that apoaequorin is capable of crossing the blood brain barrier and the gastrointestinal barrier (GI) via its presence in dog CSF and blood plasma, respectively

Does Prevagen pass the blood brain barrier (BBB)?

When cerebrospinal fluid (CSF) and blood plasma samples were taken from a population of dogs to which apoequorin was orally administered, these samples showed quantifiable evidence that the supplement was present in the nervous and circulatory systems of the animals. Using a specially designed enzyme-linked immunosorbent assay (ELISA) linked to an electrochemiluminescent assay, it was also demonstrated that apoequorin levels in dog CSF and plasma increased proportionately as a function of time. These data indicate that apoequorin is capable of crossing the blood brain barrier (BBB) and the gastrointestinal barrier via its presence in dog CSF and blood plasma, respectively

Can I take Prevagen with my current medication(s)?

While Prevagen has no known interactions it is always safe to talk with your doctor before beginning a new course of supplementation.

Are there any side effects with Prevagen?

Prevagen is safe and well-tolerated. Apoequorin, the main ingredient in Prevagen, has been deemed safe enough to be a food ingredient. Learn more about Prevagen safety by clicking [here](#).

Is Prevagen available in stores?

Prevagen is widely available at Walgreens, CVS, Rite Aid and local health food stores across America.

I haven't heard of 'apoequorin' before?

Researchers sure have! Apoequorin (Pronounced: ā-poe-ē-kwôr-în) was discovered in the early 1960's when scientists wondered why a certain species of jellyfish glowed in the Puget Sound (Washington state). They discovered that when the protein apoequorin, contained in the jellyfish, bound to calcium, a light was emitted. Today, because of apoequorin's long-history and safety, it is a preferred research tool. Don't worry though, glowing is not a side-effect with Prevagen!

What is the role of jellyfish in Prevagen?

The main ingredient in Prevagen® is "apoequorin", which was originally discovered in jellyfish.

Prevagen® is now made in a controlled scientific process developed by university researchers and scientists in Madison, Wisconsin.

Are jellyfish harmed in the making of Prevagen?

No. The protein originally from the jellyfish is now grown in a safe and controlled manufacturing process.

Does Prevagen contain any allergens?

Prevagen® is non-allergenic. The active ingredient "apoequorin" is a protein from a jellyfish which is non-allergenic and interestingly, a jellyfish is not truly a fish. People with fish allergies need not worry. Also, Prevagen® is made with a vegetarian capsule and non-allergenic inactive ingredients, including a gluten-free rice flour filler.

Should I continue to take my vitamin and mineral supplements with Prevagen?

Absolutely. Prevagen® is not meant to replace this type of supplementation. However, Prevagen® works in a manner unlike any other supplements to help protect brain cells. Prevagen® works in a complementary way to vitamin and mineral supplementation.

What is CogState?

CogState is a widely used neuropsychological battery of computerized cognitive tests that are adaptation of standard neuropsychological tests. CogState's tasks were selected because they are brief, repeatable, have shown little or no practice effects, and have utility for repeated assessment of cognition in older adults.

What are all the asterisks (*) for?

The asterisk (*) denotes the FDA disclaimer for dietary supplements. This statement or “disclaimer” is required by law (DSHEA) when a manufacturer makes a structure/function claim on a dietary supplement label. In general, these claims describe the role of a nutrient or dietary ingredient intended to affect the structure or function of the body. The manufacturer is responsible for ensuring the accuracy and truthfulness of these claims; they are not approved by FDA. For this reason, the law says that if a dietary supplement label includes such a claim, it must state in a “disclaimer” that FDA has not evaluated this claim. The disclaimer must also state that this product is not intended to “diagnose, treat, cure or prevent any disease,” because only a drug can legally make such a claim. For more information on dietary supplements, please visit www.fda.gov

What is Prevagen Professional?

Developed exclusively for Healthcare Professionals by University researchers. Intended to help support a healthier brain, sharper mind and clearer thinking.* Prevagen Professional is a brain health supplement developed exclusively for Healthcare Professionals by University researchers in Madison, WI.

Visit www.prevagenpro.com to learn more.

What is Prevagen Extra Strength?

Prevagen Extra Strength® is the only brain health supplement containing the ingredient “apoeaquorin”, which has been shown to support brain cells.*

Designed for enhanced results, Prevagen Extra Strength® contains twice the amount of apoeaquorin as Prevagen.*

First discovered in jellyfish, apoeaquorin is now produced in a scientifically controlled process. Apoeaquorin is similar to proteins found naturally in our brains and is able to supplement these proteins to support healthy brain function.*

Visit www.prevagenes.com to learn more.





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<https://www.prevagen.com/about-improve-memory/faqs/>[12/10/2015 3:10:51 PM]

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Memory Improvement Guide



Apoeaquorin



Safety



FAQs

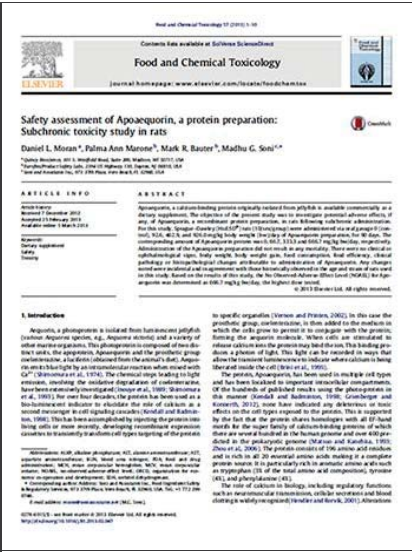
Safety of Prevagen

Prevagen contains apoeaquorin which has been shown to help improve memory in clinical studies. Apoeaquorin is a protein that was originally discovered in jellyfish and now produced at our cGMP compliant and NSF certified facility in Wisconsin.

Safety studies conducted on the toxicity and allergenicity of apoeaquorin show that **apoeaquorin is safe**. In rats following subchronic administration of amounts up to 666.7mg per kilogram of body weight per day Apoeaquorin preparation did not result in any mortality.¹ This was the maximum dosage that was tested. Researchers concluded,

“The administration of the Apoeaquorin preparation did not result in any mortality. There were no further clinical or ophthalmological signs, body weight, body weight gain, food consumption, food efficiency, clinical pathology, or histopathological changes attributable to administration of Apoeaquorin.”²

Dosing in the study was the equivalent of 4,000 times the recommended daily amount of Prevagen 10mg and 2,000 times the recommended daily amount of Prevagen Extra Strength 20mg. In addition, **apoeaquorin achieved self-affirmed GRAS status** (generally recognized as safe) after an **independent panel of expert scientists concluded that apoeaquorin is safe for use in food products**.



References:

1. Marone, P.A., Bauter, M., Hofman-Hüther, H., and Moran, D. (2013). Safety assessment of Apoeaquorin, a protein preparation: Subchronic toxicity study in rats. Food and Chemical Toxicology 57.

2. Marone, P.A., Bauter, M., Hofman-Hüther, H., and Moran, D. (2013). Toxicologic Evaluation of the Calcium Binding Protein Apoeaquorin. Poster presented at the Society of Toxicology Annual Meeting, San Antonio, Texas.



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Supplement Facts

Serving Size: 1 capsule

Servings per container: 30

Amount per capsule		% Daily Value
Apoaequorin	10 mg	†

† Daily Value not established.

Other ingredients: white rice flour, cellulose, salt, vegetable sourced magnesium stearate, acetic acid.

Manufactured & Distributed by

Quincy Bioscience Holding Company, Inc.
301 S Westfield Road • Madison, WI 53717

Made without most common allergens

(milk, eggs, fish, crustacean shellfish, tree nuts, peanuts, wheat, and soybeans)

Suggested use: Take 1 vegetarian capsule daily in the morning, with or without food.





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Watch Prevagen Reviews

After over 15 years of research, we know Prevagen works to improve memory. But you don't have to take our word for it. On the following pages, you'll find Prevagen reviews from actual Prevagen users and hear how this brain health supplement, originally derived from a jellyfish, has helped them.

If you feel like you can relate to any of these people—whether you have trouble remembering names, or forget where you placed your keys—you may be experiencing age-related memory loss. This is a totally normal part of aging, but as you will see from watching these Prevagen reviews, you CAN take action to preserve your memories.

The personal experiences you'll find here are from actual Prevagen users. They are not from employees, friends or any party where compensation was offered as an inducement for providing a favorable testimonial. These are real reviews from real people.



READ STORIES

Read them here »



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Mary remembers names better

I would say I probably noticed a difference within a month of taking Prevagen. That I was able to remember things better. And I wasn't as frustrated with myself, which was great.

See the full story
See how Prevagen helped

Watch the video
Hear the story first hand



Jim improved his memory*

I had such a positive experience from Prevagen that I would urge anybody to at least try it and see if it'll work for them, because it sure helped me.

See the full story
See how Prevagen helped

Watch the video
Hear the story first hand



“Why not try it?”

It was about 3 weeks when the product began to work for me, and it's just getting better. I think it's important to optimally age, there's no such thing as anti-aging, we're all going to age. But for me, this has been optimal.

See the full story
See how Prevagen helped

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After over 15 years of research, we know Prevagen works to improve memory. But you don't have to take our word for it. On the following pages, you'll find Prevagen reviews from actual Prevagen users and hear how this brain health supplement, originally derived from a jellyfish, has helped them.

If you feel like you can relate to any of these people—whether you have trouble remembering names, or forget where you placed your keys—you may be experiencing age-related memory loss. This is a totally normal part of aging, but as you will see from watching these Prevagen reviews, you CAN take action to preserve your memories.

The personal experiences you'll find here are from actual Prevagen users. They are not from employees, friends or any party where compensation was offered as an inducement for providing a favorable testimonial. These are real reviews from real people.



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Barbara is able to keep things in order

My name is Barbara and I'm 66-years-old. Before I was taking Prevagen, I would just forget things, and now since I've been taking Prevagen I may have forgotten one or two small things in that span of time. I'm finding that I have better retention and better memory, and I'm able to put things in order and keep them in order. And being blind, that's very important.

I had my son here, he was unpacking a trunk that he was moving from one facility to the other and the trunk had been packed in the closet and locked for about two or three years. He said "Mom, I'm going to open your trunk now and see what's there," and I told him from left to right exactly what was in the trunk. He said, "How did you remember that?" I said, "Well, you know, I just know that kind of thing." When you're blind you have to have a good memory to begin with because you can't see where something is, you have to remember where you put it. Now I'm finding that I have recall.

Mark is able to remember better

My name is Mark. I live in Raleigh, North Carolina and I'm a computer operation analyst.

The science of it sounded interesting . I certainly have noticed over the past few years that I've been less able to remember minor details from days ago and ever since I started using Prevagen, I can tell a huge difference in the amount of minor details of just remembering things and names and places from years ago.

Colleen can add numbers quicker

My name is Colleen and I am 74 years old.

My husband and I both take Prevagen. At our age, we just decided that we would try it and see what happened. I think the changes from taking Prevagen were subtle. My husband and I did not really notice changes until more recently, maybe in the last six months.

I began to notice that I would remember where I put things. I would have memory recall easier and quicker. It just keeps getting better and more noticeable. My husband and I frequently play Yahtzee. You're adding a simple column of numbers, it's just simple math. I noticed that I was seeing combinations of numbers and being able to put them together and add them quicker. Even my husband noticed that I was adding my scores up quicker. It may seem a little thing, but it just kind of hit me. That is how much better it was.



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"I've been taking Prevagen for one year and it's really made a huge difference in my life."

— Marcia

"I very much have seen a difference with the use of Prevagen! I am delighted!"

— Greta

"I've been taking Prevagen for three months — I actually started noticing the benefits about seven days ago."

— Ronald

Submit Your Prevagen Story

Do you have a story to share about how Prevagen has helped you or a loved one? We'd love to hear from you!

Name*

Email*

City/Town*

State*

How has Prevagen helped you?*

If you would like a photo to accompany your story upload one here

☐ Quincy Bioscience may use my story.

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Amount per capsule To daily value
Apoeaquorin 10 mg †
† Daily Value not established.

Other ingredients: white rice flour, cellulose, salt, vegetable sourced magnesium stearate, acetic acid.

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Made without most common allergens
(milk, eggs, fish, crustacean shellfish, tree nuts,

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The most convenient way to take Prevagen® will save you \$15.00 per month. Each bottle of Prevagen® is only \$44.95 plus \$5.95 S&P when you enroll in our Preferred Customer Plan. Comes with our 30-Day Money Back Guarantee.

Standard Shipping: \$5.95

\$44.95

1

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Save \$15 each month!

Description

Product Description

About the Preferred Customer Plan:

By enrolling in our “Preferred Customer Plan” you will enjoy a savings of \$15 per month on Prevagen. With this plan your bottle(s) of Prevagen will automatically be delivered to your shipping address once per month and your credit card charged \$44.95 plus \$5.95 shipping and processing. Then 23 days after your initial order and every 30 days thereafter, as a member of the Preferred Customer Plan, you’ll receive your monthly supply of Prevagen. If you choose to leave the Preferred Customer Plan, simply call our customer service line at 888-814-0814. No minimum time commitment is required. Customer Service hours are 8am to 7pm M-F CST.

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Prevagen – A One Month Supply

Prevagen® contains 30 vegetarian capsules and comes with our 30-Day 100% Money Back Guarantee.

Standard Shipping: \$5.95



\$59.95

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Amount per capsule To daily value
Apoaequorin 10 mg †
† Daily Value not established.
Other ingredients: white rice flour, cellulose, salt, vegetable sourced magnesium stearate, acetic acid.
Manufactured & Distributed by:
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301 S Westfield Road • Madison, WI 53717
Made without most common allergens
(milk, eggs, fish, crustacean shellfish, tree nuts,

Prevagen – A One Month Supply

Prevagen® contains 30 vegetarian capsules and comes with our 30-Day 100% Money Back Guarantee.

Standard Shipping: \$5.95

\$59.95

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Product Description

A one month supply of Prevagen® contains 30 vegetarian capsules and comes with our 30-Day 100% Money Back Guarantee.

Directions: For best results take 1 vegetarian capsule daily, in the morning, with or without food.

Most commonly reported benefits are:

- Overall improved mental clarity*
- Clearer thinking*
- Better concentration*
- Greater ability to focus*

Safety and Tolerability: Prevagen contains no common allergen and is well-tolerated.

Prevagen Improves Memory.*

We all begin to experience a change in our memory and cognitive abilities as we age. Typically this starts in our forties. Each of us is unique and

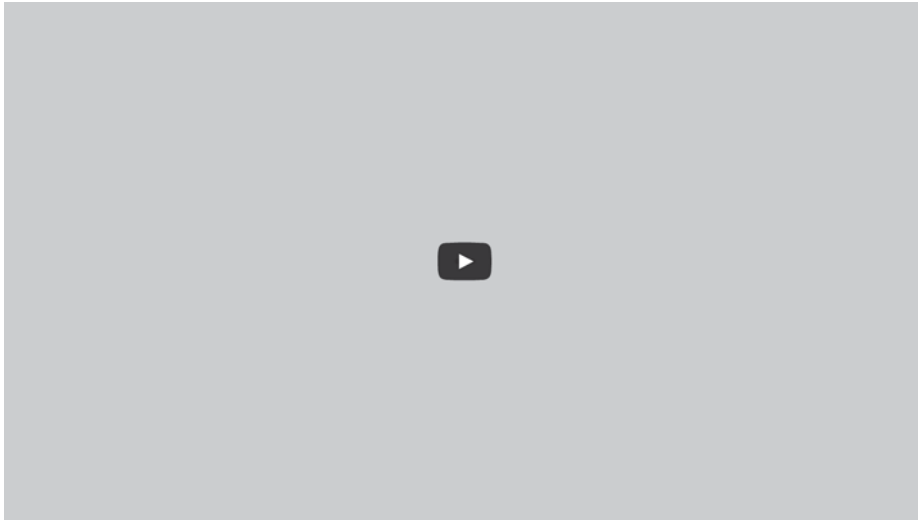
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this change is different for everyone. Normal age-related memory problems can be things like short and long term memory problems, to foggy thinking, and changing speed in how we process information.

Have you noticed any of these changes?

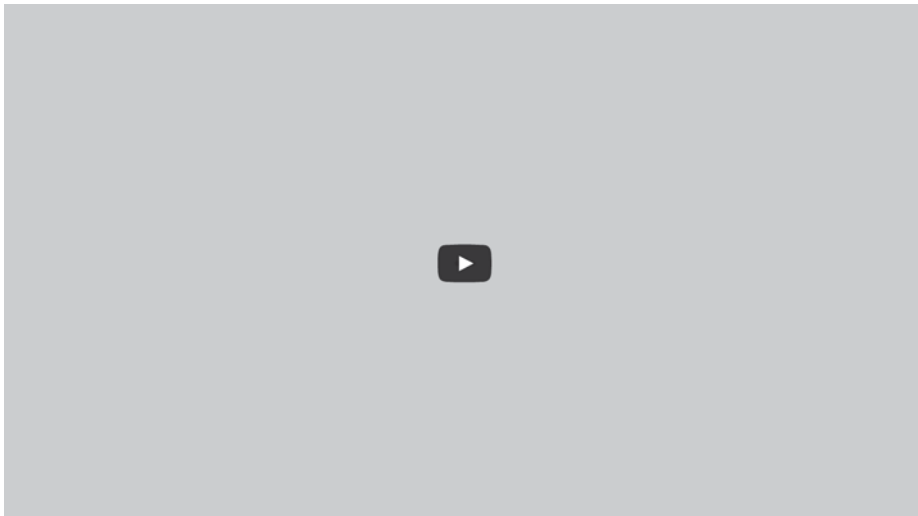
- Walking into a room and forgetting why?
- Problems remembering names and faces?
- Forgetting where you put things?
- Brain fatigue?
- A foggy feeling?

If so, watch this...



Jim got his memory back

"I initially heard about Prevagen from my neighbor. We happened to have a little card party that we get together occasionally. Some of the memory issues that I had were— like, did I take my pill? Have I set my alarm? Did I turn the water off, when I started the water to run in the sink? When I turned on the pot to boil water on the stove, do I remember it's there, or do I go off and watch television, or a computer?"



“I am able to remember stuff other people don’t...”

It was about three weeks when the product began to work for me, and it’s just getting better. I think it’s important to optimally age, and there’s no such thing as anti-aging. We’re all going to age. So for me, this has been optimal because I remember stuff other people don’t. It’s wonderful.

How does Prevagen work?

Prevagen was tested in a large double-blind, placebo-controlled study using computers to assess brain performance. 218 adults over 40 years old participated in the three month study. Prevagen significantly improved learning, short-term memory, and word recall.

Prevagen is a safe way to improve your memory*

Developed by university researchers and scientists in Madison, WI, Prevagen has clinically shown to improve memory, focus and recall. Prevagen is very safe and extremely well-tolerated. Prevagen has no harmful side effects and there are no known contraindications with any supplements or medications.

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

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That works out to only \$39.96 per bottle!

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Amount per capsule To daily value
Apoaequorin 10 mg †
† Daily Value not established.
Other ingredients: white rice flour, cellulose, salt, vegetable sourced magnesium stearate, acetic acid.
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Product Description

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Most commonly reported benefits are:

- Overall improved mental clarity*
- Clearer thinking*
- Better concentration*
- Greater ability to focus*

Safety and Tolerability: Prevagen contains no common allergen and is well-tolerated.

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Product Description

Directions: For best results take 1 vegetarian capsule daily, in the morning, with or without food.

Most commonly reported benefits are:

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- Clearer thinking*
- Better concentration*
- Greater ability to focus*

Safety and Tolerability: Prevagen contains no common allergen and is well-tolerated.

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That's only \$39.96 per bottle!

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\$479.60

Amount per capsule	To empty vessel
Apoeaquorin 10 mg	†
† Daily Value not established.	

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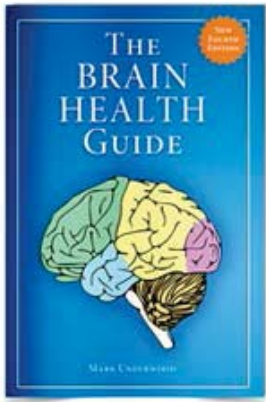


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Brain Health Guide

The Brain Health Guide will help you learn more about memory fitness, the most up-to-date research, and the role calcium plays in the nervous system.

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Product Description

The Brain Health Guide, your gold standard for brain health information, has received a major update.

The second edition is an inclusive source of brain health information, and now contains even more facts and tips that will assist you in reaching your health goals.

Brain Health Guide, 2nd edition includes:

- New clinical data
- Amazing testimonials
- Updated full-color graphs
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- History of Quincy Bioscience

In the new Brain Health Guide, you will receive information that is designed to help you lead a healthier life. The Brain Health Guide will help you learn more about memory fitness, the most up-to-date research, and the role calcium plays in the nervous system.



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Description

Product Description

Prevagen® Extra Strength is twice the strength of regular Prevagen but not twice the cost. Prevagen Extra Strength was designed to support healthy brain function, sharper mind and clearer thinking.

We all begin to experience a change in our memory and cognitive abilities as we age. Typically this starts in our forties. Each of us is unique and this change is different for everyone. Normal age-related memory problems can be things like short and long term memory problems, to foggy thinking, and changing speed in how we process information.

Prevagen Improves Memory.*

We all begin to experience a change in our memory and cognitive abilities as we age. Typically this starts in our forties. Each of us is unique and this change is different for everyone. Normal age-related memory problems can be things like short and long term memory problems, to foggy thinking, and changing speed in how we process information.

Have you noticed any of these changes?

- Walking into a room and forgetting why?
- Problems remembering names and faces?

- Forgetting where you put things?
- Brain fatigue?
- A foggy feeling?

If so, watch this...



Jim got his memory back

“I initially heard about Prevagen from my neighbor. We happened to have a little card party that we get together occasionally. Some of the memory issues that I had were— like, did I take my pill? Have I set my alarm? Did I turn the water off, when I started the water to run in the sink? When I turned on the pot to boil water on the stove, do I remember it's there, or do I go off and watch television, or a computer?”



“I am able to remember stuff other people don’t...”

It was about three weeks when the product began to work for me, and it's just getting better. I think it's important to optimally age, and there's no such thing as anti-aging. We're all going to age. So for me, this has been optimal because I remember stuff other people don't. It's wonderful.

How does Prevagen work?

Prevagen was tested in a large double-blind, placebo-controlled study using computers to assess brain performance. 218 adults over 40 years old participated in the three month study. Prevagen significantly improved learning, short-term memory, and word recall.

Prevagen is a safe way to improve your memory*

Developed by university researchers and scientists in Madison, WI, Prevagen has clinically shown to improve memory, focus and recall. Prevagen is very safe and extremely well-tolerated. Prevagen has no harmful side effects and there are no known contraindications with any supplements or medications.

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† Daily Value not established.

Other ingredients: white rice flour, cellulose, salt, vegetable sourced magnesium stearate, acetic acid.

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tablet	Value
Total Carbohydrate	1 g <1%*
Apoeaquorin	10 mg †

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

Other ingredients: Sorbitol, mannitol, natural mixed berry flavor, stearic acid, vegetable sourced magnesium stearate, organic Stevia blend sweetener, beet juice colorant, salt, acetic acid.

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Description	Watch how Prevagen works	Reviews (0)
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Product Description

Directions: For best results take 1 chewable tablet daily, in the morning, with or without food.

Most commonly reported benefits are:

- Overall improved mental clarity*
- Clearer thinking*
- Better concentration*
- Greater ability to focus*

Safety and Tolerability: Prevagen contains no common allergen and is well-tolerated.

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	tablet	Value
Total Carbohydrate	1 g	<1%*
Apoaeaquorin	10 mg	†
* Percent Daily Values are based on a 2,000 calorie diet. † Daily Value not established.		
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Safety and Tolerability: Prevagen contains no common allergen and is well-tolerated.

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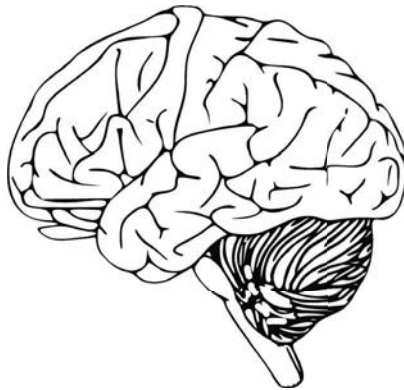
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Foreword

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Did you hear about the elderly woman who was pulled over for speeding? She explained to the young officer, “I had to hurry up before I forgot where I was going.” Memory lapses like these can produce some amusing situations. We can laugh knowing that often “senior moments” are fairly harmless.

However, mild memory problems can also have consequences that negatively affect our lives.

The Brain Health Guide is a tool to help keep your brain as sharp as possible so that any memory lapses that do occur are the laughable kind.

Here’s to good brain health!

PROLOGUE

*Mark Underwood, Neuroscience Researcher,
President and Co-Founder
Quincy Bioscience*

The human brain is arguably the most fascinating part of the human body; in fact, the human being. It is the center of our experience during our short years on this planet and it is where you are you!

Thankfully, through all the years in which science has begun to unravel the mystery of the brain, we are beginning to have a far better idea of how the brain works than even 10 years ago. It was once taught in classrooms that the brain is an island, untouchable. We now have a clearer understanding of the tremendous impact our individual choices, positive or negative, can have on the function of our minds.

As we all know and recognize, there are countless new reports, articles, and other pronouncements about the latest theory or research breakthrough concerning our brain -- a constant cacophony of scientific facts laced with theories and opinions that are frankly bewildering to the average person.

Which path do I take? What should I do? We ask these questions, wishing only that we knew the way forward for ourselves and for our loved ones facing the frightening realities of a brain that is no longer working as it should, no longer working as we want it to.

It's been said the human brain, comprised of 100 billion neurons, is our final frontier to discover. Exploration and learning have been expanding at an accelerating pace. It is my hope that this guidebook can assist all who are seeking greater health from head to toe, by distilling much of the information that has been recently learned, to help make you a better you!

CHAPTER 1

AMERICA'S STATE OF BRAIN HEALTH

*"I AM THE WISEST MAN ALIVE, FOR I KNOW ONE THING,
AND THAT IS THAT I KNOW NOTHING." -- SOCRATES*

There is good news and bad news when it comes to brain health. The good news is that people are living longer than any other time in history. Major nutritional and medical advancements have been made to help keep the body physically healthy. The bad news is we are seeing an unprecedented number of mild brain health issues affecting our families and our friends. When life spans were shorter, people simply were not living long enough to see the effects of natural brain aging that are common today. The problems with mild memory concerns in the United States are mainly due to the aging of our society. In the year 1900, the average life expectancy was 47 years. In the year 2012, life expectancy has risen to nearly 80 years. While this increase reflects positive improvements in health care, it has led to an increase in the wear and tear on our bodies, including our brains.

Scientists estimate we lose 85,000 brain cells per day; that is one per second, over 31 million brain cells every year! This leads not only to common occurrences like the misplacement of car keys and reading glasses, but difficulty with management of our time and household tasks. A recent study by the Natural Marketing Institute ranked healthy mental function as the No. 1 health concern among those over 60 years old.



As we age, mild memory problems result in more than difficulty in remembering. They also lead to an inability to focus, pay attention or stay on task. With advancing age comes increasing stress that can affect the brain. The health of the brain is arguably the most important part of overall health because the brain controls all organ systems in the body.

Caring for the brain requires an understanding of its needs. The brain is a demanding organ. Despite comprising just two percent of the average adult body weight, the brain requires 20 percent of the body's energy and up to 25 percent of the heart's blood flow. In each of the 100 billion neurons in the

Exhibit D (9)

brain are energy factories known as the mitochondria; the neuronal mitochondria turn glucose into chemical energy in the form of adenosine triphosphate (ATP). Feeding your brain the right nutrients becomes more important as we age.

CHAPTER 9

JELLYFISH AND THE NOBEL PRIZE... WHAT'S THE CONNECTION

"OLD AGE IS FIFTEEN YEARS

OLDER THAN I AM." -- OLIVER WENDELL HOLMES

In addition to nutrition and lifestyle changes to support your brain health the addition of key supplements can play a vital role in addressing specific functions in the brain. Here we will explain how the jellyfish and the Nobel Prize played a role in the discovery of a new tool that has researchers, physicians, and consumers excited about the prospects for better brain health in aging.

In 1961, a group of researchers from Princeton University studied a specific species of jellyfish called *Aequorea victoria* to determine what caused them to glow. Led by Osamu Shimomura, Ph.D., they packed up their Plymouth station wagon and drove to Friday Harbor on San Juan Island near Seattle, Washington. A constant stream of glowing jellyfish floated by their laboratory each day.



AEQUOREA VICTORIA

They developed an extraction process and eventually obtained enough luminescent fluid for study. The researchers discovered the cause of the glowing jellyfish was a specific protein.

Upon binding with calcium, this protein triggered a small amount of light. Initially, this was a great discovery of a novel aspect to this jellyfish species. Later, a technique to manufacture this protein without harvesting jellyfish was discovered, and a research purpose evolved from the jellyfish protein.

Researchers began using the protein in experiments. Under a microscope, they could track where calcium traveled in the body because of the glow that occurred when this protein bound to calcium -- a biological flashlight! This jellyfish protein allowed researchers to better understand the function of calcium in the body.

The pioneering discovery and the decades of research that followed led to a 2008 Nobel Prize in chemistry for Drs. Shimomura, Martin Chalfie, and Roger Y. Tsien.

Research conducted at the University of Wisconsin-Milwaukee
Exhibit D (12)

in the early 2000s helped determine that the jellyfish protein, apoaeguorin, could play a useful role in supporting brain performance in humans. This discovery resulted in the formation of Quincy Bioscience, a biotechnology company in Madison, Wis. that develops products and technologies based on apoaeguorin to help support brain function in aging. The first product developed was Prevagen, a supplement that has demonstrated an ability to improve memory.*

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CHAPTER 10

WHAT IS PREVAGEN?

*"THE YEARS TEACH MUCH WHICH THE
DAYS NEVER KNEW." -- RALPH WALDO EMERSON*

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If you could help support the health of your brain, what kind of health impact would that have on the rest of your body? How would thinking and decision-making abilities improve? Would the quality of your life improve also? Quincy Bioscience has seen first-hand how the daily use of Prevagen® has helped the lives of many people. (If you're eager to see how, jump ahead to Chapter 12.)



As we established earlier, when your brain is not functioning properly, everything in the body can be affected, which in turn negatively affects your quality of life. In order to stay healthy, the brain has specific proteins which help support brain cell function. Like other physiological processes in normal aging, the brain's level of these proteins decreases as we grow older. In the progression of normal aging, signs of forgetfulness become more obvious in our 50s. What was once easy to recall, now takes a little longer to retrieve.

How often do these occur? You may want to ask a loved one to help you answer the questions!

1. Forget words you want to use in a conversation.
2. Set items down and then forget where you placed them.
3. Repeat tasks that you already completed previously.
4. Forget details of what you did or what happened to you yesterday.
5. Ask someone the same question twice or telling the same story.

Prevagen may help you improve your memory.*

Breakthrough Brain Health Supplement*

Prevagen is a safe and effective brain health supplement shown to improve memory.* Prevagen supports brain function by using the protein apoaequorin to supplement the proteins that are diminished as we age.* Supplementing with Prevagen

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has also shown to support the performance of the brain as demonstrated in cognitive testing. (More on this topic in the next chapter.)*

More than ever, people are beginning to understand it's possible to support the health and function of your brain.* The brain is not unlike other organs in the body, such as the heart, which is capable of improving its function even as you get older with good choices! Lifestyle adjustments such as daily 30-minute walks and diet changes like incorporating more fish (not fried!) into your week will make a difference.

Adding Prevagen to your brain health regimen promotes better brain function as you age.* As time goes on, this reduction in naturally occurring proteins can gradually become more significant. Prevagen supplements these proteins that time takes away.*

What is the Main Ingredient in Prevagen?

Prevagen contains only one main ingredient, apoaequorin. Other memory supplements contain vitamins, minerals, and amino acids that can be obtained by eating a good diet.

Prevagen is the only supplement that contains the brain supporting power of apoaequorin.*



*APOAEQUORIN
MOLECULE*

Quincy Bioscience has been on the cutting edge of the research and the development of Prevagen for over 15 years. It has taken the original research to its next logical level -- application. By supplementing our proteins with Prevagen, we may be able to support our brain function, as demonstrated in the research.* The replenishment of these proteins supports healthy brain function, a sharper mind and clearer thinking.*

Is Prevagen Safe?

Prevagen (apoaequorin) has been through extensive safety

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testing and passed with flying colors. Prevagen is safe and contains no common allergens.

As you know, apoaeguorin is a protein that was originally discovered in jellyfish. The protein is now produced at our cGMP compliant and NSF certified facility in Wisconsin, which means strict procedures are followed to maintain the purity and potency of the protein when mixed in the final product.

Safety studies conducted on the toxicity and allergenicity of apoaeguorin show that apoaeguorin is safe. Following subchronic administration, in rats, the apoaeguorin preparation did not result in any mortality. Researchers concluded,

“The administration of the apoaeguorin preparation did not result in any mortality. There were no further clinical or ophthalmological signs, body weight, body weight gain, food consumption, food efficiency, clinical pathology, or histopathological changes attributable to administration of apoaeguorin.”²

Dosing in the study was the equivalent of 4,000 times the recommended daily amount of Prevagen 10 mg and 2,000 times the recommended daily amount of Prevagen Extra Strength 20 mg. In addition, apoaeguorin achieved self-affirmed GRAS status (generally recognized as safe) after an independent panel of expert scientists concluded that, “apoaeguorin is safe for use in food products.”

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Visit www.freeonlinememorytest.com to evaluate
and track your memory.

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Exhibit D (18)

CHAPTER 11
THE LATEST SCIENCE

*"WRINKLES SHOULD MERELY INDICATE
WHERE SMILES HAVE BEEN." -- MARK TWAIN*

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Prevagen® was developed by scientists and University researchers in Madison, Wis. and has been put through rigorous scientific testing. In this chapter, a concise summary of this research will be discussed.

AGING AND PREVAGEN

It is clear when looking at the aging demographics in the United States that supporting brain cell function needs to be a top priority. Beginning Jan. 1, 2011, the oldest members of the baby boomer generation turned 65 years old. Since that day, and every day for the next 19 years, 10,000 baby boomers will celebrate their 65th birthday. Gray hair may look distinguished, but other consequences of aging may not be as appreciated, such as mild memory problems.*

The supporting research behind Prevagen suggests that those who are experiencing the beginnings of normal age-related mild memory problems, as well as those who are not yet affected by memory lapses, can benefit from Prevagen.*

PREVAGEN IMPROVES MEMORY*

In 2010, QuinCy Bioscience set out to build on the strong evidence that had been gathered on ability of apoaequorin to improve memory.* The Madison Memory Study was launched with an ambitious goal to recruit over 200 people into a computer-based trial. The participants were to have mild memory concerns but be undiagnosed with any type of memory disorder. Participants enrolled in the study were evaluated at various time points using a set of timed computer tasks.



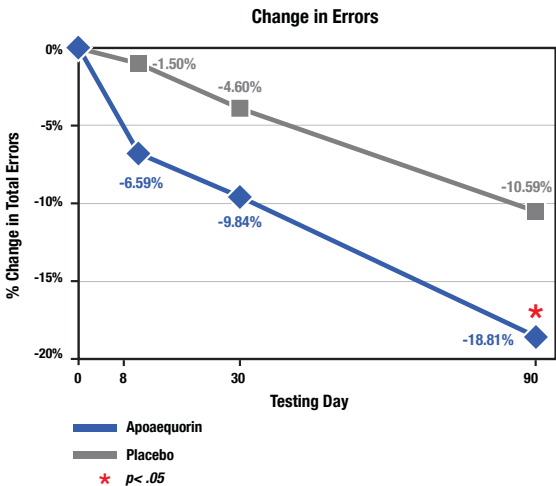
The goal of the Madison Memory Study was to measure Prevagen's ability to improve brain function using computer software in people experiencing normal age-related mild memory difficulties.* Cogstate Ltd., the world's leading

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QUINCY BIOSCIENCE

cognitive testing software company, provided the testing protocol, which is the specific plan for how the study was to be conducted. Computers were used in this setting to objectively measure changes in cognition.

*Prevagen Reduces Errors**



In 90 days, the Prevagen group significantly reduced the number of errors that were made compared to placebo in the Groton Maze. This task measures executive function, learning and memory.

The trial enrolled participants assigned to either Prevagen or placebo for ninety days. Neither the people in the study, nor the researchers, knew which capsule the participants were taking. This is known as a randomized, double-blind, placebo-controlled study -- the gold standard for measuring the effect of a compound.

A total of 218 adults ages 40 to 91 years, were tested at predetermined one-month time intervals and changes on specific assessments of cognitive function were measured at various time points during the study. The final results of the study were very encouraging. The data showed that people taking Prevagen had statistically significant improvement in several areas of memory compared to baseline and to placebo.* The

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Prevagen group improved their scores in executive function, learning, memory, and word recall.*

The Prevagen group improved their scores in executive function, learning, memory, and word recall.*

Let's take a look at these areas of cognitive function more closely:

SHORT-TERM MEMORY

Quick question... What is on your mental to do list, right now? Can you recall each task? The simplest definition of short-term memory is the state of being currently aware of something and creating an action around it. Like making and holding in your mind a small handful of "to-dos." Or preparing a short list of prioritized tasks -- and remembering to refer to it as you work through your day. Short-term memory is used when meeting someone new, while reading a book, and during conversation.

A fleeting thing, short-term memories are information that exits quickly from your mind unless you make an attempt to keep it on file. If you repeat an action, you're storing (or restoring) it mentally, providing greater meaning and association.

Short-term memory was measured in the Madison Memory Study using the "One Card Learning Task," which measures a participant's ability to identify and compile information on short-term memory.

The One Card Learning task, sort of a sophisticated version of the childhood card game Concentration, observes and analyzes a subject's short-term memory skills. Participants taking Prevagen scored highest -- another indication it was supporting brain function. From making your way through that small list of daily responsibilities, to communicating effectively, short-term memory is a life-strengthenener.

EXECUTIVE FUNCTION

Have you ever made a plan? You used your executive function,

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which loosely means your brain's ability to put an order to the things in your world. You use it to do things like setting goals and priorities, and identifying what to accomplish during our day.

Executive function is an extremely important function of the brain. Should it falter, tasks become more difficult. One of the tests in the Madison Memory Study is the Groton Maze Learning Test (GML), used to measure participants' executive function. Looking at a tile-like grid on a computer screen, subjects repeatedly learn to work their way through a "maze" that takes them from an identified start to a marked ending. Errors are expected, but if executive function is present, each time it's taken, mistakes are fewer. Participants taking Prevagen showed an almost double decrease in errors over a specific time than those on the placebo.

So if setting goals or prioritization is a problem for you, that's likely a normal problem associated with aging. Results from the Madison Memory Study suggest you try one capsule of Prevagen per day. Employing this regimen might then serve you better in situations such as making plans, formulating a to-do list, and accomplishing your goals.

DELAYED RECALL

We exercise the function of delayed recall constantly. Have you ever thought of something you wanted to accomplish at a later point in time? Maybe you just read of a great vacation destination, and want to remember it next summer.

Simple as it sounds, the ability to recall is one of the basic and most important processes of memory. But the act of recollection can be a tough chore. One way to discover an individual's level of acuity in conjuring up the recent past is to test their cognitive function. Part of the Madison Memory Study does just that.

A critical part of the study is the Groton Maze Recall Test (GMR). It asks participants to reproduce the maze-like pathway

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(remember the tile grid?) they were introduced to during the earlier, learning task phase. Subjects taking Prevagen performed excellently – with a dramatic 29 percent reduction in errors over the 90-day study. Compare this to the placebo group which only showed a 4.4 percent improvement, and you have a compelling reason to take Prevagen!

Our almost constant need for being able to recall someone or something is what makes it so essential. If Prevagen aids in helping you zip through a maze of tiles on a computer screen, chances are it'll help in other ways too. You'll know the next time you try to think of the name of someone who figures in your thoughts. If it comes to you quickly, then everything's clicking.

A LIFE OF QUALITY

Have you ever heard something, and it made an impression on you? That is verbal learning. The act of remembering is primal. And the ability to summon information previously heard or seen is at our core. Being able to recall (and repeat) something that occurred earlier gives our lives greater meaning and purpose.

An example might be experiencing something someone said -- words from a colleague or an actor in a film. Those words -- anything from something profound and memorable to a joke, made an impression. You wanted to remember what you had just heard so you could relate it to others. Still another example might be hearing of a new book, and wanting to recall its title so you could later find out more. Both exhibit verbal learning, an essential brain activity that helps us retain information.

When the International Shopping Recall List Test was presented in the Madison Memory Study, a short shopping list was read aloud to subjects three times in succession with the participants given the chance to repeat what they could remember from the list after each time. Then the other tests were taken. When completed, testers asked each subject to recall verbally what

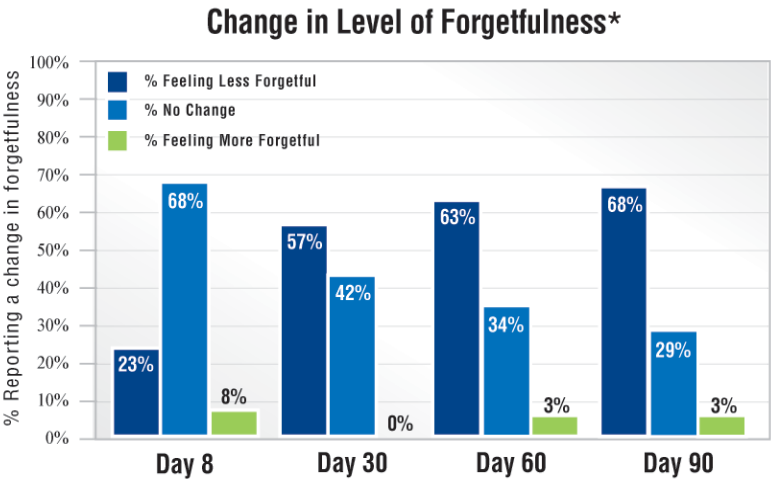
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was on the shopping list. The results were significant. Over the 90-day run of the study, subjects within a normal cognitive range and those with mild to moderate impairment fared well. Both groups had taken Prevagen during the three-month study period.

While little in this world is perfect, research, executed properly, uncovers ways that can improve the quality of our lives as we age. And being able to remember and repeat something verbally to others is an example of that quality.

In the Madison Memory Study, the Prevagen arm significantly improved all of the above mentioned areas. For more about the study, see the appendix.

In an earlier trial, the Prevagen Quality of Life Study tracked generally healthy participants over a 90-day period measuring changes in overall cognition, quality of sleep, energy, mood, and general health. Changes in performance were measured, through self-assessment, utilizing a standardized battery of questions. Prevagen was taken daily by 56 participants. The study showed a statistically significant improvement in memory



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after 30 days. 57 percent of participants reported improvement in general memory, 51 percent in retaining information, 84 percent in remembering driving directions and 66 percent in word recall.*

The combination of these trials has given Quincy Bioscience, as well as tens of thousands of satisfied consumers, the confidence to say Prevagen can support healthy brain function, sharper mind, and clearer thinking!*

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and track your memory.

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CHAPTER 12

WHAT PEOPLE ARE SAYING

*"FROM BIRTH TO AGE 18, A GIRL NEEDS
GOOD PARENTS. FROM 18 TO 35, SHE NEEDS
GOOD LOOKS. FROM 35 TO 55, SHE NEEDS A
GOOD PERSONALITY. FROM 55 ON, SHE NEEDS
GOOD CASH." -- SOPHIE TUCKER*

Since the availability of Prevagen® in the fall of 2007, several hundred testimonials have been received from customers and physicians related to the benefits that people experience. Not all people have the same results in the same period of time. Here are a few of our most recent stories, in their own words...

FROM THE HEALTHCARE PROVIDERS:

“ When people are experiencing the start of memory problems such as having difficulty remembering why they walked from one room to the next, I suggest they take Prevagen.”

~ Henry Matick, M.D., Matick Neurology Clinic

“ Thanks to Prevagen my memory, and worries about those 'frightening' moments have fairly significantly improved, and have been telling all, both young and older, about Prevagen supplement ... the response has been very positive.”

~ Thomas G. Morelli, M.D.

“ Prevagen is my first choice supplement. My patients say that Prevagen also helps them to think clearly and be more effective in their daily lives.”

~ Sarah Amy Thorson, Licensed Acupuncturist

HE FEELS LIKE HIMSELF AGAIN

Jim

"I initially heard about Prevagen from my neighbor. We happened to have a little card party that we get together occasionally. Some of the memory issues that I had were: Did I take my pill? Have I set my alarm? Did I turn the water off when I started the water to run in the sink? When I



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Exhibit D (28)

turned on the pot to boil water on the stove, do I remember it's there, or do I go off and watch television, or a computer? Before I started taking Prevagen, I was concerned about my memory.

Prevagen has given me the ability to feel actually getting back to what I would consider normal for me. And that's very comforting for me. It relieves a lot of stress. Whether it works on everybody, I don't know, but I had such a positive experience from it that I would urge anybody to at least try it and see if it'll work for you, because it sure helped me."

SHE RECOMMENDS PREVAGEN

Ginny M.

"Because of family history I called and asked if they were having some kind of a program that I would qualify for. With Prevagen I think I became sharper. And I think that with Prevagen my memory is better. When I take Prevagen I have a tendency to remember lists better. My recall is better. As far as where I have to go, even if I have it on my calendar, I don't have to look at the calendar. The recall is much clearer.



I absolutely would recommend Prevagen to my friends, absolutely, especially if they're my age and older. I think I've seen improvement in myself since I started using it, and I would definitely recommend Prevagen to my friends and family. I would really encourage them to use Prevagen for three or four months, initially, and to keep going, because I think the longer you use it the more progress you see in your memory and your energy."

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SHE HAS BETTER MEMORY*Sue B.*

"I don't think you really know that you're forgetting things. And we have a tendency to try to cover it. Since I've been on Prevagen, I don't have that kind of problem with stuff anymore. In fact, everyone says to me, how do you remember that stuff? Are you a private detective or something? It really does work well. It was about three weeks when the product began to work for me, and it's just getting better. I think it's important to optimally age, because there's no such thing as anti-aging. We're all going to age. So for me, this has been optimal because I remember stuff other people don't. It's wonderful."

***HERE ARE A FEW MORE GREAT PREVAGEN STORIES. ENJOY!***

"I got Prevagen originally for my mother and for myself. I started using the product, and I also saw excellent results with my mother. She had been having problems remembering little things. It was not severe, but it was just little day-to-day things that she would forget. Within two months, her memory vastly improved. She was remembering things that I couldn't remember. Her personality perked up. Prevagen does improve your memory. I didn't realize at the time I was having trouble recalling words, but things became easier to recall. There wasn't any effort there. I was able to do things quicker. I mean, as far as paying bills, reading books, I was picking up more information and being able to process it quicker."

~ Donna F., Baton Rouge LA

"I started having problems and it really concerned me, so I figured Prevagen sounded like a good deal. So I tried it and I noticed an improvement within the first two weeks. I have noticed a marked improvement in my overall memory. I

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Exhibit D (30)

can recall facts that before I know I couldn't recall. They just come to the forefront in my brain. My memory has definitely improved. I can recall facts and names of people. I firmly believe Prevagen has made a difference in my life; without a shadow of a doubt."

~ *Herbert L., Great View WA*

"I'm very handy, and I would try to do things around the house. I would measure the door opening, come back, measure my cut and go take it back and it would be wrong. My memory and concentration was terrible. I started taking the Prevagen and I would say within a week it turned my life completely around. My day now with taking Prevagen, I'm up at seven fifteen to seven thirty and I go all day. I have so much drive and my mind is so clear, it's incredible. I just can't say enough good stuff about Prevagen."

~ *William B., Union Bridge MD*

"Remembering names is very important in my job. After I had taken Prevagen for two to three weeks, I started seeing a change, and I've been on it ever since. I find that my memory of names is much better than it was before. When I'm in conversations with customers on particular products that I sell, I find that I retain knowledge of the product better than what I had in the past. It has been a tremendous help with my product line and me.

Anybody that's contemplating taking Prevagen, I'd highly recommend the product, simply because I've seen the results with myself, my daughter, my wife and now my mom, which is the biggest testimony of all."

~ *Michael B., Lafayette LA*

Read more Prevagen comments submitted
to us at www.prevagenreview.com

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BARBARA IS ABLE TO KEEP THINGS IN ORDER

"My name is Barbara and I'm 66 years old. Before I was taking Prevagen, I would just forget things, and now since I've been taking Prevagen I may have forgotten one or two small things in that span of time. I'm finding that I have better retention and better memory, and I'm able to put things in order and keep them in order. And being blind, that's very important.

I had my son here, he was unpacking a trunk that he was moving from one facility to the other and the trunk had been packed in the closet and locked for about two or three years. He said 'Mom, I'm going to open your trunk now and see what's there,' and I told him from left to right exactly what was in the trunk. He said, 'How did you remember that?' I said, 'Well, you know, I just know that kind of thing.' When you're blind you have to have a good memory to begin with because you can't see where something is, you have to remember where you put it. Now I'm finding that I have recall."

MARK IS ABLE TO REMEMBER BETTER

"My name is Mark M. I live in Raleigh, N.C., and I'm a computer operation analyst. The science of Prevagen sounded interesting. I certainly have noticed over the past few years that I've been less able to remember minor details from days ago and ever since I started using Prevagen, I can tell a huge difference in the amount of minor details of just remembering things and names and places from years ago."

COLLEEN CAN ADD NUMBERS QUICKER

"My name is Colleen Sue G. and I am 74 years old. My husband and I both take Prevagen. At our age, we just decided that we would try it and see what happened. I think the changes from taking Prevagen were subtle. My husband and I did not really notice changes until more recently, maybe in the last six months.

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I began to notice that I would remember where I put things. I would have memory recall easier and quicker. It just keeps getting better and more noticeable. My husband and I frequently play Yahtzee. You're adding a simple column of numbers, it's just simple math. I noticed that I was seeing combinations of numbers and being able to put them together and add them quicker. Even my husband noticed that I was adding my scores up quicker. It may seem a little thing, but it just kind of hit me. That is how much better it was."

JO P. WON'T GO WITHOUT PREVAGEN AGAIN

"My name is Jo P. and I'm a ministry assistant at a local church and I'm 62 years old. I live in Louisiana. I could definitely tell the difference. A lot of my short-term memory just seemed like it was starting to come back to me, simple little daily tasks, forgot my keys or whatever... Just thoroughly satisfied with the product.

The money crunch came, and your product was one of the ones that I had to let go and I won't do that again, because I had been off of it for like three or four months and all of the old ways came back and it's like, 'hmm, nope, not for me. I'll crunch someplace else.' I would encourage them wholeheartedly, you know, to at least give the product a try because it was so helpful in my life that I would love to pass it onto others."

TRUDY LIKES PREVAGEN BEST

"My name is Trudy and I live in Salt Lake City, Utah. I am 44 years old and I am the mother of three children. I thought I had heard that Prevagen promotes healthy brain function. I thought that it would be a great product to try to maybe help stimulate some of my forgetfulness. I would say that trying Prevagen is definitely, definitely worth it and just there are so many different products out there that you can try and I've tried so many of them that I think there's nothing to lose by trying Prevagen."

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LINDA AND HER MOM ARE REMEMBERING BETTER

"My name is Linda J. and my mother's name is Ginny T. We live in Dayton, Texas, she's been taking the Prevagen. She's 85 years old, lives in her own home, takes care of herself.

The Prevagen has helped her tremendously; we could see major, major differences as how bright and quick she was with her thinking. She's no longer in this fog that she was in; she's come out of that.

I also take it too. I mean, it's helping me. It's helping me keep my mind clear and straight. I can tell a lot of difference in my thinking and remembering things myself. But the main thing is my mom seems to be coming around to her old self and when I call her in the morning to check on her, and she is just bright and just in the world now instead of just not remembering anything that I ask her to do. She's just getting better and better and we're just so excited to see what this is going to do for her in the long-term."

Read more Prevagen comments submitted
to us at www.prevagenreview.com

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EPILOGUE

RESEARCHERS DISCOVER “A GIFT FROM THE SEA”

*Mark Underwood, President and Co-Founder
Quincy Bioscience*

One evening in the campus library back in the middle of the 1990's, I came across a very interesting article in a scientific publication. It stopped me in my tracks. It said that an Australian swimmer who had been stung by a jellyfish suddenly developed neurological symptoms. This really piqued my interest.

How could the jellyfish have this poison inside of it, without suffering from any effects? Could what was in the jellyfish help to support humans, specifically our brains, in the same way as the jellyfish? This sounded a lot like the snake and its venom – why doesn't the snake get killed by its own bite?

The brain and how it works became a topic of interest to me at a young age because I was forced to face what happens when the brain doesn't work. A family history of memory problems has led me to a lifelong study of the brain and how we can help to keep it working.

In college, as a student at the University of Wisconsin at Milwaukee, I focused my studies on neurochemistry and neuropsychology. What I found was really exciting. Extensive research on a rare species of jellyfish had been done. This jellyfish had amazing properties – a protein produced in its body gave the jellyfish its ability to glow in the dark.

This jellyfish protein is part of a class of proteins called calcium-binding proteins. We have plenty of these calcium-binding proteins in our bodies in our teens, 20s and 30s, but they begin to diminish in the human brain as we age. We can now supplement the decline of our naturally occurring proteins with the protein that was discovered in the jellyfish. It is amazing that the jellyfish, one of the simplest creatures on Earth, could help the health of most complex creature on Earth. Who would ever have imagined that such a powerful protein was locked inside of a jellyfish?!

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

Exhibit D (36)

The uncovering of this potential has led to years of further study and research. Together with Mike Beaman, my business partner, we have developed a way for this unique jellyfish technology to be used for supporting the brain.*

Our team has made our health, especially the health of our most important organ, the brain, our main focus.

I hope that people will find the connection between our brain health and these unique sea creatures that glow in the dark to be as fascinating as I do. My goal is to help as many people as we can through the further development of Prevagen, by educating people on brain health, and by providing the public with a supplement that has been shown to work and is safe and scientifically sound.

Today I live in Madison, Wis., with my beautiful wife and our two lovely daughters. I feel great knowing that this work could help many other families keep their memories and change their lives.

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THE BRAIN HEALTH GUIDE



What's inside The Brain Health Guide?

The brain controls everything you do, walking, talking, thinking, sleeping and of course your memory. This book is a resource to help guide you to better brain health. *

About the author

Mark Underwood is a neuroscience researcher having co-authored several published papers in peer-reviewed scientific literature. Mark is also a co-founder and President of Quincy Bioscience, an Inc. 500 recognized fasted growing company which focuses on the discovery and development and of novel technologies to support cognitive function and other age-related health challenges.



We hope the information in this guide will help support healthy brain function, sharper mind and clearer thinking.*

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MSRP \$7.95

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UPC Barcode
894047001089

Exhibit D (38)

EXHIBIT E-1

OFFICIAL TRANSCRIPT PROCEEDING

FEDERAL TRADE COMMISSION

MATTER NO. 1523206

TITLE QUINCY BIOSCIENCES HOLDING COMPANY,
INC.

DATE RECORDED: DATE UNKNOWN

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PAGES 1 THROUGH 46

THE BETTER MEMORY SHOW

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PAGE:

The Better Memory Show

4

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Company, Inc.)
-----)

Date Unknown

The following transcript was produced from a
digital recording provided to For The Record, Inc. on
March 9, 2016.

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

2 - - - - -

3 THE BETTER MEMORY SHOW

4 ANNOUNCER: Only on GSN

5 ON SCREEN: GSN

6 ON SCREEN: ANY CLAIMS OR REPRESENTATIONS MADE
7 IN THE FOLLOWING INFOMERCIAL PROGRAMMING ARE THE SOLE
8 RESPONSIBILITY OF, AND MADE SOLELY ON BEHALF OF, THE
9 ADVERTISER AND DO CONSTITUTE CLAIMS, REPRESENTATIONS OR
10 AN ENDORSEMENT OF THE PRODUCT BY GSN.

11 ON SCREEN: The program you are watching is a
12 paid advertisement for Prevagen.

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

16 ANNOUNCER: You're watching the Better Memory
17 Show, hosted by Teri Barr with special guest, Mark
18 Underwood. We will be discussing practical ways to
19 improve your memory and we will be giving you tips to
20 support your brain.

21 The program you are watching is a paid
22 advertisement for Prevagen.

23 The statements made in today's program have not
24 been evaluated by the Food and Drug Administration. This
25 product is not intended to diagnose, treat, cure or

1 prevent any disease.

2 (Music playing)

3 ON SCREEN: The Better Memory Show

4 Featuring Teri Barr

5 Television Investigative Journalist

6 With Special Guest

7 Mark Underwood

8 Neuroscientist, Author

9 Introducing a Health Breakthrough

10 Discovered Protein from a Jellyfish

11 Clearer Thinking

12 Multitasking

13 "It's just easier"

14 Awakening

15 Exciting

16 Motivating

17 The Better Memory Show

18 ON SCREEN: Teri Barr

19 Television Investigative Journalist

20 TERI BARR: Hello, I'm Teri Barr. I've been a
21 writer and television investigative journalist for more
22 than 20 years, reporting on stories that can dramatically
23 impact your health and well-being and the health of the
24 people in your life you love and care about.

25 Now, several years ago, I came across a story

1 about a company doing some research on the brain, and I
2 wanted to share this with you. They discovered a protein
3 in jellyfish and they thought it might have the ability
4 to support your brain and improve your memory.

5 So, our special guest today is going to share
6 with us exactly how this gift from the sea holds the key
7 to improving normal age-related memory problems and so
8 much more. I'm happy to have with us today Mark
9 Underwood. He is a neuroscientist. He is also an author
10 and has been featured in media all across the country
11 talking about this discovery. And he also has a very
12 special personal story to share.

13 Mark, thank you for joining us today.

14 ON SCREEN: Mark Underwood

15 President of Quincy Bioscience, Neuroscientist,
16 Author

17 MARK UNDERWOOD: Well, thank you, Teri. Memory
18 problems are a big issue.

19 TERI BARR: Right.

20 MARK UNDERWOOD: As the baby boomers continue
21 to age, we see more and more people that are struggling
22 with day-to-day activities. They might become forgetful
23 and lose their car keys or their cell phone, but
24 certainly, you know, even some of us, well, we might walk
25 into a room and forget where we're going --

1 TERI BARR: Mm-hmm.

2 MARK UNDERWOOD: -- or we're rummaging through
3 the refrigerator and we forget what we're up to. Our
4 research has shed some new light on how to improve these
5 mild memory issues and, hopefully, it will be helpful for
6 all those that are out there watching us today to learn
7 more about how the brain works, how it changes with the
8 aging process and, specifically, how we can use that
9 unique protein found in the jellyfish to help our brains,
10 well, get a little better, help our memory improve, and
11 that's offering a lot of hope to people, those that have
12 already been using Prevagen for some time, to help them
13 with their day-to-day lives and make it a little bit
14 easier.

15 TERI BARR: And I don't want to make light of,
16 you know, you saying people lose their keys, forget why
17 they're in a room. Is this a problem? Is it happening?

18 MARK UNDERWOOD: It is a big problem. I mean,
19 it can affect your family life, it can affect your work
20 life. All that started with a little change that happens
21 inside of our brain as we age. So, we're going to
22 describe that and dig into that and talk about how we can
23 offer hope for people that don't want to be absent-
24 minded.

25 TERI BARR: Mm-hmm.

1 MARK UNDERWOOD: The people that want to have a
2 better, healthier brain and not being absent-minded and
3 forgetful.

4 TERI BARR: Well, you mentioned protein and
5 jellyfish.

6 MARK UNDERWOOD: Mm-hmm.

7 TERI BARR: How does that all work together?

8 MARK UNDERWOOD: Well, the protein that we've
9 incorporated as the main ingredient in our product,
10 Prevagen, was originally discovered back in the 1960s.
11 And it has a unique ability to help the jellyfish nervous
12 system work properly. And I came across some research
13 that led me to believe that that protein might help as we
14 age.

15 ON SCREEN: Garland Hall

16 University of Wisconsin - Milwaukee

17 MARK UNDERWOOD: And, so, I started in college
18 in the 1990s working on this project to see if the
19 jellyfish protein could transition to be able to help
20 people like you and I. I originally became interested
21 because of a curiosity I had about how healthy brains
22 work and because of my own family history.

23 So, I studied neurochemistry and studied how
24 the brain works and it really was a great blessing to
25 come across this idea --

1 TERI BARR: Mm-hmm.

2 MARK UNDERWOOD: -- to use this natural
3 solution that's now safe, it's effective, and it's
4 helping hundreds of thousands of people across the
5 country improve their memory, get over their absent-
6 mindedness.

7 TERI BARR: I want to ask you, I know there's a
8 Nobel Prize involved in this.

9 ON SCREEN: *Nobel Prize was not awarded to
10 Quincy Bioscience.

11 MARK UNDERWOOD: Mm-hmm.

12 TERI BARR: Did that help support you in
13 knowing this is real, this is --

14 MARK UNDERWOOD: Well, there was a lot of
15 research done on the protein for different
16 applications --

17 TERI BARR: Mm-hmm.

18 MARK UNDERWOOD: -- and that's specifically
19 what the group won the Nobel Prize in chemistry for in
20 2008. It was able to be used as a scientific research
21 tool.

22 TERI BARR: Now, you talk about research.

23 MARK UNDERWOOD: Mm-hmm.

24 TERI BARR: Is there something you have to
25 support how good this sounds to be?

1 MARK UNDERWOOD: Yes, safety research, making
2 sure that there's, of course, no problems or no safety
3 concern taking Prevagen.

4 TERI BARR: Right.

5 MARK UNDERWOOD: Secondly, university and
6 laboratory research of how the protein works. But, most
7 importantly, are the human clinical trials.

8 TERI BARR: Okay.

9 MARK UNDERWOOD: A large double blind,
10 placebo-controlled trial that we completed that showed
11 great efficacy for Prevagen, showing statistically
12 significant improvements in word recall, in executive
13 function, and also in short-term memory.

14 ON SCREEN: Word Recall

15 Executive Function

16 Short-term Memory

17 TERI BARR: Hmm.

18 MARK UNDERWOOD: And those are three things
19 that we'll detail a little bit more later.

20 TERI BARR: It sounds great. What about
21 feedback from real people actually trying this?

22 MARK UNDERWOOD: Well, that certainly
23 complements the research very well.

24 TERI BARR: Okay.

25 MARK UNDERWOOD: Because the people that take

1 Prevagen, they're able to call back and give us feedback
2 and say, you know what, I feel sharper, I feel that my
3 thinking is more clear, I feel a little bit younger. And
4 that's very, you know, subjective --

5 TERI BARR: Mm-hmm.

6 MARK UNDERWOOD: -- to how they're experiencing
7 and how it's working in their life, but it lines up very
8 nice with the objective clinical study results that we
9 have that show that Prevagen works. And it doesn't take
10 a very long time.

11 ON SCREEN: In a clinical trial participants
12 showed improvement in memory in 90 days.

13 Results published in peer reviewed journal in
14 July 2011.

15 MARK UNDERWOOD: In the clinical trial, we were
16 showing those benefits after the first month and those
17 continued to improve after the second and third months.

18 TERI BARR: So, quickly, you feel research, the
19 real word from people --

20 MARK UNDERWOOD: Mm-hmm.

21 TERI BARR: -- using this, this indicates
22 you've got --

23 MARK UNDERWOOD: That's right.

24 TERI BARR: -- something good to give people.

25 MARK UNDERWOOD: Absolutely. And we're very

1 blessed to be able to share what we've learned.

2 TERI BARR: Okay.

3 MARK UNDERWOOD: We think it's fantastic that
4 right there in nature is something pretty simple --

5 TERI BARR: Mm-hmm.

6 MARK UNDERWOOD: -- that can help make a big
7 change in our lives, solve a big problem that we have and
8 really deal with something that, for a lot of us, can be
9 very embarrassing.

10 TERI BARR: Absolutely. Thank you, Mark.
11 We'll talk with you again in just a little bit.

12 ON SCREEN: Grab a pen and paper

13 TERI BARR: In the meantime, though, we're
14 going to invite people to grab a pen and a piece of paper
15 because we have some important information to share with
16 you. We'll share it throughout the show, but grab that
17 pen and paper, have it handy, and watch for this
18 important information.

19 ON SCREEN: In a clinical trial participants
20 showed improvement in memory in 90 days.

21 Kristine A.

22 Prevagen User

23 KRISTINE A.: When I first heard about
24 Prevagen, I was skeptical. I mean, there are -- so many
25 products present so many claims, so, you know, you kind

1 of take it with a grain of salt and I really wasn't sure
2 about the results that I would get. I was really
3 skeptical about it when I began.

4 ON SCREEN: In a clinical trial participants
5 showed improvement in memory in 90 days.

6 Sue B.

7 Memory Study Participant

8 SUE: Now, since I've been on Prevagen, I don't
9 have that kind of problem with stuff anymore. In fact,
10 everyone says to me, how do you remember that stuff? Are
11 you a private detective or something? It really does
12 work.

13 ON SCREEN: In a clinical trial participants
14 showed improvement in memory in 90 days.

15 Kristine A.

16 Prevagen User

17 KRISTINE A.: I really started to notice that I
18 just am not as forgetful. I know where my keys are.

19 ANNOUNCER: Do you ever walk into a room and
20 forget what you're doing? Do you ever forget where you
21 put your glasses, your cell phone or car keys? If so,
22 you might be struggling with mild memory problems
23 associated with aging.

24 ON SCREEN: Supports:

25 Healthy Brain Function

1 Improve Memory

2 ANNOUNCER: Today, we're talking about

3 Prevagen, a brain health supplement designed to support
4 healthy brain function and improved memory. Supported by
5 a large clinical trial --

6 ON SCREEN: Learning

7 Short-term Memory

8 Word Recall

9 ANNOUNCER: -- Prevagen has been shown to
10 improve learning, short-term memory and word recall.

11 ON SCREEN: Safe Effective Easy to take

12 ONCE DAILY

13 ANNOUNCER: Prevagen is safe, effective and
14 easy to take. Just one capsule each morning. The only
15 supplement with the ingredient originally discovered in
16 jellyfish that is specifically designed to support brain
17 health and improve memory.

18 ON SCREEN: Support Brain Health and Improve
19 Memory

20 ANNOUNCER: Proteins decline in the natural
21 process of aging and Prevagen can supplement these vital
22 proteins to support a healthy brain and a sharper memory.

23 ON SCREEN: Buy 2 Bottles & Get 3rd FREE

24 Call Now 888-928-1928

25 Toll Free

1 ANNOUNCER: Call now, toll-free and you'll
2 qualify to receive a free bottle of Prevagen when you buy
3 two. That's right, buy two bottles of Prevagen and get
4 the third bottle absolutely free. That's a three-month
5 supply of Prevagen available with this exclusive offer.

6 ON SCREEN: FREE Shipping & Processing

7 Third Edition

8 Latest Clinical Data

9 To Improve Your Memory

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12 ANNOUNCER: Call in the next ten minutes and
13 you'll receive free shipping and processing and a free
14 copy of the Brain Health Guide. This third edition of
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16 to improve your memory.

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1 third bottle free. That's right, buy two and get the
2 third bottle free and call within the next ten minutes
3 and get free shipping and processing and the free Brain
4 Health Guide.

5 ON SCREEN: \$150 VALUE

6 FREE

7 CALL NOW! 888-928-1928

8 TOLL FREE

9 ANNOUNCER: Also, if you call today, you will
10 receive a free membership to our online brain training
11 program personalized to help your memory. This program
12 will help exercise your brain with fun and challenging
13 memory games. You can even see how your scores compare
14 to others. This is normally a \$150 value, but is free
15 right now with your order.

16 ON SCREEN: FREE Shipping and Processing

17 ASK ABOUT OUR SENIOR DISCOUNT

18 CALL NOW! 888-928-1928

19 Toll Free

20 ANNOUNCER: Our polite and helpful operators
21 are standing by waiting to talk with you now.

22 Prevagen comes with a 30-day money back
23 guarantee. Call now and don't forget to ask about our
24 senior discount.

25 TERI BARR: If you're just joining us, we are

1 talking today with author and neuroscientist, Mark
2 Underwood, about a breakthrough formula.

3 ON SCREEN: Mark Underwood
4 President of Quincy Bioscience, Neuroscientist,
5 Author

6 TERI BARR: It's called Prevagen, and it comes
7 from a protein originally found in jellyfish. It's a
8 protein used to supplement our brains for optimal health.

9 ON SCREEN: Memory Declines with Age chart

10 TERI BARR: As a normal part of aging, we
11 experience mild problems with our memory, and that's what
12 we are concentrating on today.

13 MARK UNDERWOOD: The benefits are best
14 displayed of Prevagen in people's own words because
15 everyone needs to use their brain for different things.

16 TERI BARR: Right.

17 MARK UNDERWOOD: They might have a different
18 job, they might be in school. Maybe they're taking care
19 of their home and -- you know, we're always shuttling our
20 kids around, soccer practice and things like that. I
21 think it's best to see it in people's own words. So,
22 we've got a little clip here to show.

23 ON SCREEN: In a clinical trial participants
24 showed improvement in memory in 90 days.

25 Mary M.

1 Memory Study Participant

2 MARY M.: It's kind of an emotional thing and
3 you're embarrassed because you can't remember the
4 simplest things for just, you know, five minutes that you
5 plan to do or wanted to do. And to get that back is --
6 it's just such a great feeling.

7 ON SCREEN: For more testimonials, go to
8 PrevagenReviews.com

9 TERI BARR: Mark, interesting to listen to what
10 she has to say.

11 MARK UNDERWOOD: Mm-hmm.

12 TERI BARR: But is that really the norm?

13 MARK UNDERWOOD: Well, everyone has a slightly
14 different way that Prevagen works for them in terms of
15 what they observe in their life. Sometimes people see
16 that their memory improves first.

17 TERI BARR: Mm-hmm.

18 MARK UNDERWOOD: Sometimes people notice it's a
19 little bit more like focus or attentiveness. You know,
20 if you're not focusing and you're not paying attention,
21 you're not going to have anything to remember.

22 TERI BARR: Right.

23 MARK UNDERWOOD: So, the brain really works in
24 concert. We see the support of the brain happening from
25 Prevagen in a very generalized way.

1 TERI BARR: Okay.

2 MARK UNDERWOOD: It's getting a protein that's
3 vital for your brain to work back in its place. That's
4 really what it's doing.

5 ON SCREEN: In a clinical trial participants
6 showed improvement in memory in 90 days

7 MARK UNDERWOOD: And the benefits are, you
8 know, similar, but slightly different for everyone that
9 uses it. And some people, they see the benefit in two
10 weeks, and some people, it might be two months. It's
11 hard to say why that is. We're at different ages.

12 TERI BARR: Mm-hmm.

13 MARK UNDERWOOD: We have different levels of
14 health. But the key is that the majority of people see
15 the benefit of Prevagen very quickly.

16 TERI BARR: What are doctors saying? Are they
17 actually talking about Prevagen?

18 MARK UNDERWOOD: Well, they are. They see the
19 -- you know, the proof's in the pudding. They see their
20 clients come in and they've got a benefit and,
21 oftentimes, that means they go and recommend it to more
22 and more people with the same issue.

23 TERI BARR: And what about safety, other
24 supplements, other medications?

25 MARK UNDERWOOD: It's safe to take with other

1 medications or supplements, but, overall, it's a very
2 safe compound. We've done extensive safety testing and
3 we've got hundreds of thousands of Prevagen users across
4 the country, so...

5 TERI BARR: Is there anything else like this?

6 ON SCREEN: Call To Order

7 888-928-1928

8 MARK UNDERWOOD: Well, it's really unique.

9 TERI BARR: Mm-hmm.

10 MARK UNDERWOOD: It works different than other
11 supplements for the brain.

12 ON SCREEN: Proteins Decline with Age chart

13 MARK UNDERWOOD: We have plenty of this protein
14 in our teens and twenties and thirties, but it declines
15 after age 40, and that's why we see that occasional
16 memory loss.

17 ON SCREEN: Call Now To Order

18 888-928-1928

19 MARK UNDERWOOD: That's why we see that age-
20 related change that we can't quite put our finger on.

21 TERI BARR: Right.

22 MARK UNDERWOOD: But can be substantial for
23 people.

24 TERI BARR: Okay, thank you, Mark. And, again,
25 grab that pen and paper and you're going to get this

1 important information. Jot it down. We'll be right
2 back. ON SCREEN: Sue H.

3 Prevagen User

4 SUE H.: When I first heard about Prevagen from
5 my neighbor, Jan, I hoped that it would help my middle-
6 aged memory become a little clearer. At work, I
7 multitask all day long and I would find myself standing
8 over somewhere wondering, why did I come back here. I
9 find that a lot less now.

10 Since I started taking Prevagen, I feel like
11 I'm able to stay on task without wavering off and doing
12 three different things, multitasking. I can stay on task
13 and finish my project and it's just easier.

14 We see probably 60 patients in our office a
15 day. The doctor asked several of us if we remembered
16 this certain patient and I was the only one that could
17 come up with her name. They think I'm amazing. They
18 just are amazed at my memory at work.

19 I would tell my friends and relatives that
20 Prevagen is great. I'd recommend it to all of them no
21 matter what age just because of the benefits that I have
22 seen in my focus and memory.

23 ANNOUNCER: Do you ever walk into a room and
24 forget what you're doing? Do you ever forget where you
25 put your glasses, your cell phone or car keys? If so,

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24 ANNOUNCER: Our polite and helpful operators
25 are standing by waiting to talk with you now.

1 Prevagen comes with a 30-day money back
2 guarantee. Call now and don't forget to ask about our
3 senior discount.

4
5 TERI BARR: Welcome back. I'm Teri Barr, along
6 with Mark Underwood. We're talking about Prevagen.

7 Mark, for those who have not been with us
8 throughout this program, please explain what is Prevagen,
9 where did it come from.

10 ON SCREEN: Mark Underwood
11 President of Quincy Bioscience, Neuroscientist,
12 Author

13 MARK UNDERWOOD: Well, Prevagen is a supplement
14 that's specifically designed to help people that are
15 concerned with age-related memory loss.

16 TERI BARR: Mm-hmm.

17 MARK UNDERWOOD: And there's a lot of us out
18 there. We might lose our car keys or our cell phone, we
19 might leave our kids at soccer practice. I mean, I can't
20 tell you the embarrassment.

21 TERI BARR: We can all relate to that.

22 MARK UNDERWOOD: Yeah. There's a lot of things
23 that can happen. The key for Prevagen is to help the
24 brain be supported so that you're sharper and clearer --
25 have more clear thinking.

1 TERI BARR: Mm-hmm.

2 MARK UNDERWOOD: It was originally -- the main
3 ingredient was originally discovered in a jellyfish about
4 50 years ago.

5 TERI BARR: Okay. Now, talking about the
6 research, pretty substantial, not just five or ten people
7 who took part.

8 ON SCREEN: Memory Clinical Trial

9 218 Participants

10 Double Blinded

11 Placebo Controlled

12 90 Day Study

13 MARK UNDERWOOD: Oh, no, our largest clinical
14 trial had 218 participants.

15 TERI BARR: Okay.

16 MARK UNDERWOOD: And it's a double-blinded,
17 placebo-controlled trial, which means they don't know
18 what they're taking and we don't know what they're
19 taking.

20 TERI BARR: Mm-hmm.

21 MARK UNDERWOOD: And they were in the trial for
22 a course of 90 days.

23 TERI BARR: Wow.

24 MARK UNDERWOOD: And their cognitive function,
25 their brain's abilities were measured with a computer

1 device that allows to see if the questions were correct
2 or incorrect. It measures the timing of the response
3 down to the millisecond.

4 ON SCREEN: People on Prevagen

5 Better Word Recall

6 Better Short-term Memory

7 Executive Function

8 MARK UNDERWOOD: People on Prevagen had better
9 word recall. They had better short-term memory and they
10 had better executive function. Your executive function
11 is how you think about complex ideas and how you solve
12 problems. You take a big problem, you break it up into
13 little parts and you sort of fold it back up together.

14 People that took Prevagen in this clinical
15 trial were able to do that much more successfully than
16 those that were on placebo.

17 ON SCREEN: Prevagen has been shown to improve
18 short-term memory.

19 MARK UNDERWOOD: Short-term memory, people were
20 able to remember things they had just been exposed to.
21 You know how sometimes you lose your train of thought or
22 you lose your words when you're in a conversation --

23 TERI BARR: Unfortunately, yes.

24 MARK UNDERWOOD: Improving that was
25 demonstrated in what we showed with short-term memory in

1 that clinical trial. And, finally, the word recall
2 test --

3 TERI BARR: Mm-hmm.

4 MARK UNDERWOOD: -- basically, it's a list of
5 grocery items. Can you remember more items that are on a
6 list? And that's a common task or list-related function
7 that we do every single day.

8 TERI BARR: Mm-hmm.

9 MARK UNDERWOOD: That was the biggest problem I
10 had. My wife would call me near the end of the day --
11 this is pre-Prevagen -- tell me what to get at the
12 grocery store.

13 TERI BARR: Mm-hmm.

14 MARK UNDERWOOD: I'd have to grab a note pad
15 and write it all down. Then I started taking Prevagen --
16 this is years back for me -- and I could just listen and
17 remember and bring home the right stuff.

18 TERI BARR: Okay.

19 MARK UNDERWOOD: So, for me, that was one of
20 the more convincing things to say, well, wow --

21 ON SCREEN: Make life easier with Prevagen

22 MARK UNDERWOOD: -- that's really making a
23 difference. It makes life a little easier. And, of
24 course, that translates into what you do for a living and
25 what you do with your social life or how fun you are at a

1 dinner party. And I think that's important because we
2 want to stay sharp and clear and focused for all the fun
3 stuff in life.

4 TERI BARR: Mm-hmm.

5 MARK UNDERWOOD: And, of course, we have the
6 drudgery of some things that we have to do and we have to
7 do well at. Prevagen gives us the confidence that we can
8 perform those things better, also.

9 TERI BARR: Right, pretty important, yeah.
10 And, of course, to back up everything you're talking
11 about, you also brought in this big book of testimonials.

12 MARK UNDERWOOD: Right.

13 ON SCREEN: For more testimonials go to
14 PrevagenReviews.com

15 TERI BARR: Thousands of testimonials. Very
16 heavy. But we -- we took a look through and paged
17 through, and I actually found one I like and I can
18 relate. So --

19 MARK UNDERWOOD: Sure.

20 TERI BARR: -- I want to share this with you
21 and sort of get your reaction to it. It says, she's 73,
22 her husband's 77, and she goes on to say, we've been
23 taking Prevagen for many months and I'm thankful for it.

24 ON SCREEN: Call to Order

25 888-928-1928

1 TERI BARR: My husband is a rancher and he is
2 thinking about, you know, being on the job, but his
3 thinking is getting sharper all the time and making
4 quicker decisions. Now, again, he's 77. So, it's like
5 he is functioning on a whole new level. He's just
6 clicking right along, she says.

7 MARK UNDERWOOD: Mm-hmm.

8 ON SCREEN: In a clinical trial participants
9 showed improvement in memory in 90 days

10 Buy 2 Get 3rd FREE

11 TERI BARR: Prevagen is making his thoughts
12 quick and they don't feel so far apart. And I appreciate
13 the product is how she ends it. This is from Kay in
14 Oklahoma. How do you feel when you hear that?

15 MARK UNDERWOOD: I think it's great because you
16 see a lovely lady that sees the improvement in her
17 husband.

18 TERI BARR: Right.

19 MARK UNDERWOOD: And that's the greatest thing
20 about Prevagen is the impact it makes on families.

21 ON SCREEN: Call to Order

22 888-928-1928

23 MARK UNDERWOOD: And the fact that you can see
24 a change in someone else that you know, she probably
25 knows what he used to be like --

1 TERI BARR: Yeah.

2 MARK UNDERWOOD: -- before Prevagen.

3 TERI BARR: Mm-hmm.

4 MARK UNDERWOOD: And she's real thankful to see
5 the changes. And in the context of everyone's life, they
6 have a different story of what Prevagen has meant to
7 their family, and that's the most interesting thing to me
8 about what Prevagen's doing for people.

9 TERI BARR: Why would you say anyone should try
10 it?

11 MARK UNDERWOOD: Everyone's got a different
12 reason.

13 ON SCREEN: Did you know you can also try
14 Prevagen Extra Strength?

15 MARK UNDERWOOD: So, the motivation to be
16 better is now possible with Prevagen --

17 TERI BARR: Mm-hmm.

18 MARK UNDERWOOD: -- because really before there
19 wasn't much hope that was out there in terms of
20 addressing these memory issues. You'd just sort of say,
21 well, I used to be able to do that.

22 TERI BARR: Right.

23 MARK UNDERWOOD: Well, now with Prevagen, you
24 are able to do that.

25 TERI BARR: Right. And why should we have to

1 feel like, oh, this is normal and okay.

2 MARK UNDERWOOD: That's exactly right.

3 TERI BARR: Okay, Mark, thank you very much.

4 We'll be right back.

5 ON SCREEN: Angelo A.

6 Prevagen User

7 ANGELO A: Prevagen is awakening, exciting,
8 motivating. One of the best things I've ever taken in my
9 life.

10 ON SCREEN: Jim P.

11 Memory Study Participant

12 JIM P: Whether it works on everybody, I don't
13 know, but it -- I had such a positive experience from it,
14 that I would urge anybody to at least try it and see if
15 it will work for you because it sure helped me.

16 ANNOUNCER: Do you ever walk into a room and
17 forget what you're doing? Do you ever forget where you
18 put your glasses, your cell phone or car keys? If so,
19 you might be struggling with mild memory problems
20 associated with aging.

21 ON SCREEN: Supports:

22 Healthy Brain Function

23 Improve Memory

24 ANNOUNCER: Today, we're talking about
25 Prevagen, a brain health supplement designed to support

1 healthy brain function and improved memory. Supported by
2 a large clinical trial --

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4 Short-term Memory

5 Word Recall

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14 health and improve memory.

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16 Memory

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18 process of aging and Prevagen can supplement these vital
19 proteins to support a healthy brain and a sharper memory.

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22 Toll Free

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24 qualify to receive a free bottle of Prevagen when you buy
25 two. That's right, buy two bottles of Prevagen and get

1 the third bottle absolutely free. That's a three-month
2 supply of Prevagen available with this exclusive offer.

3 ON SCREEN: FREE Shipping & Processing

4 Third Edition

5 Latest Clinical Data

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1 Health Guide.

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3 FREE

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5 TOLL FREE

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17 ANNOUNCER: Our polite and helpful operators
18 are standing by waiting to talk with you now.

19 Prevagen comes with a 30-day money back
20 guarantee. Call now and don't forget to ask about our
21 senior discount.

22 ON SCREEN: Teri Barr

23 Television Investigative Journalist

24 TERI BARR: Welcome back. As I said earlier in
25 this show, I met Mark through a story that we were

1 considering doing. And once we looked into Prevagen, we
2 did decide to do it as a news story.

3 MARK UNDERWOOD: Mm-hmm.

4 TERI BARR: But I have to tell you, Mark, at
5 the beginning, I was pretty skeptical. How did you get
6 me past that?

7 MARK UNDERWOOD: Well, I mean, I remember you
8 came up to our first offices --

9 TERI BARR: Yeah.

10 MARK UNDERWOOD: -- and you also looked a
11 little bit around the lab and got to meet people. And I
12 think -- I think basically as you sort of saw more about
13 what we were doing, you were like, this sort of makes
14 sense, you know.

15 TERI BARR: Mm-hmm.

16 MARK UNDERWOOD: And maybe you're better to
17 answer that question than myself. What -- why did you
18 start thinking this was unique?

19 TERI BARR: I think we're all hopeful.

20 MARK UNDERWOOD: Mm-hmm.

21 TERI BARR: So, that idea that you can support
22 your brain's health, I think, was very interesting to me.
23 Plus I had not heard about something being done --

24 MARK UNDERWOOD: Right.

25 TERI BARR: -- like this before.

1 MARK UNDERWOOD: What was neat is there's been
2 a lot of interest in this protein for different
3 applications --

4 TERI BARR: Mm-hmm.

5 MARK UNDERWOOD: -- and we've been able to
6 explore it to see how it works as a health supplement. I
7 believe when you visited us, I don't believe Prevagen
8 existed yet.

9 TERI BARR: No, the name was not --

10 MARK UNDERWOOD: That's right. You met us back
11 when we were just in the research and development side of
12 things.

13 TERI BARR: Yes.

14 MARK UNDERWOOD: And I think for so many
15 products that are out there, they don't have a lot of R&D
16 that goes into their development.

17 TERI BARR: Mm-hmm.

18 MARK UNDERWOOD: But we've done a lot of
19 extensive safety testing, we've done testing that shows
20 that it's non-allergenic, we've done testing to show
21 that, of course, this works in certain animal models to
22 provide benefits.

23 TERI BARR: Mm-hmm.

24 MARK UNDERWOOD: And we've shown in human
25 clinical trials that it makes a difference in memory.

1 TERI BARR: Right.

2 MARK UNDERWOOD: And those results are
3 confirmed in our clinical studies with the statistics
4 that have been run on this data set that we've collected.
5 We've been able to present this at an international
6 conference --

7 TERI BARR: Yeah.

8 MARK UNDERWOOD: -- and it's been published.
9 And, so, it's out there for the world to see. Most
10 people that are experts in the field of brain health look
11 at the results and they're pretty impressed, because
12 compared to other compounds that are out there --

13 ON SCREEN: Call to Order

14 888-928-1928

15 MARK UNDERWOOD: -- and there's so many, this
16 one has shown the most promise to really help address
17 memory issues. But the benefits are there and the safety
18 is there. So, you have really nothing to lose or risk in
19 trying it.

20 TERI BARR: Mm-hmm. I think what also really
21 got my interest was when you shared your personal story.

22 MARK UNDERWOOD: Well, I mean, it's a real
23 story. I became interested in neurochemistry in college,
24 partly because I was curious about how a healthy brain
25 works and partly because of my own family history. And

1 what I learned is that inside the brain, these proteins
2 are really important to help support your brain health.

3 I sort of think of the brain like a light bulb.
4 Prevagen helps to support your brain by supplementing a
5 protein that's very important for memory. It really
6 lights up when you turn it on. And if you think of
7 Prevagen like electricity in this analogy, you can
8 improve memory by supplementing the protein.

9 It's been a long path, a long journey to get
10 from the beginning to where we are today. But, now, with
11 Prevagen, it's the most popular --

12 ON SCREEN: Prevagen is the
13 #1 Brain Health Support Supplement
14 in America

15 Available at:

16 CVS pharmacy RITE AID Walgreens
17 theVitamin Shoppe

18 According to A.C. Nielsen Data For 52 Week
19 Period Ending 12/22/12

20 MARK UNDERWOOD: -- selling brain health
21 supplement in pharmacies. It's now been tested through
22 clinical trials and it's safe. We're very excited that
23 that means a difference for people's individual lives.

24 TERI BARR: Yes, and you must be pleased and
25 also a little proud.

1 MARK UNDERWOOD: Well, we've been very blessed
2 to have this opportunity.

3 TERI BARR: Yeah.

4 MARK UNDERWOOD: And the things that we've
5 learned in our company, we've got great researchers and
6 scientists and a great team that's helped pull this all
7 together to help other people, and that's really our
8 goal, is to help serve their health needs to whatever
9 level we can. We have a complete money-back guarantee
10 on --

11 TERI BARR: Mm-hmm.

12 MARK UNDERWOOD: -- Prevagen. And we want to
13 be able to make as much impact on people's lives as
14 possible.

15 TERI BARR: Very good. Thank you, Mark, for
16 sharing that. We'll be right back.

17 ON SCREEN: In a clinical trial participants
18 showed improvement in memory in 90 days

19 Neon R.

20 Memory Study Participant

21 NEON R.: You know, one of the things that's
22 very embarrassing to me and stressful is not being able
23 to remember people's names or what happened or what did
24 we do the other day or whatever. So, the good thing
25 about Prevagen is that now I'm actually able to remember

1 people's names. So, for example, when I'm in the
2 kitchen, then I'm able to -- say I'm doing a recipe, I
3 can remember what I put in last, so I don't put twice as
4 much or not any of a particular ingredient. So, it's
5 that sort of -- it's the little everyday things that I
6 think are really helpful.

7 ON SCREEN: *In a clinical trial participants
8 showed improvement in memory in 90 days

9 Sue B.

10 Memory Study Participant

11 SUE B.: It was about three weeks when the
12 product began to work for me. And it's just getting
13 better. It's just getting better.

14 I think it's important to optimally age, and
15 there's no such thing as anti-aging. We're all going to
16 age. So, for me, this has been optimum because I
17 remember stuff other people don't. It's wonderful.

18 ON SCREEN: Kristine A.

19 Prevagen User

20 KRISTINE A: I would spend so much time looking
21 for things like that. And, again, I just would assume
22 that that was just a part of aging, that that was just
23 something I'd have to accept, okay, I'm forgetting where
24 things are occasionally or I go into a room and I'm
25 wondering, you know, why am I here. But I find that

1 that's not happening to me now.

2 ANNOUNCER: Do you ever walk into a room and
3 forget what you're doing? Do you ever forget where you
4 put your glasses, your cell phone or car keys? If so,
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8 ON SCREEN: The program you are watching is a
9 paid advertisement for Prevagen.

10 *These statements have not been evaluated by
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15 advertisement for Prevagen.

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20 (The recording was concluded.)

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

MATTER NUMBER: 1523206

CASE TITLE: QUINCY BIOSCIENCE HOLDING COMPANY, INC.

TAPING DATE: DATE UNKNOWN

TRANSCRIPTION DATE: MARCH 20, 2016

REVISION DATE: JUNE 24, 2016

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

DATED: JUNE 24, 2016

ELIZABETH M. FARRELL

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

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

SARA J. VANCE

EXHIBIT E-2

(Video exhibit submitted separately)

EXHIBIT F

