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**UNITED STATES DISTRICT COURT FOR THE  
NORTHERN DISTRICT OF CALIFORNIA**

CARMEN PEREZ and ANDREA BROOKS,  
on behalf of themselves and those similarly  
situated,

Plaintiffs,

v.

BATH & BODY WORKS, LLC, a Delaware  
Limited Liability Company, and BATH &  
BODY WORKS, INC., a Delaware  
corporation,

Defendants.

Case No.: 5:21-cv-05606-BLF

**SECOND AMENDED CLASS ACTION  
COMPLAINT FOR FRAUD, DECEIT,  
AND/OR MISREPRESENTATION;  
VIOLATION OF THE CONSUMER  
LEGAL REMEDIES ACT; FALSE  
ADVERTISING; NEGLIGENT  
MISREPRESENTATION; UNFAIR,  
UNLAWFUL, AND DECEPTIVE TRADE  
PRACTICES; AND RESTITUTION  
(UNJUST ENRICHMENT).**

**(PUBLIC REDACTED VERSION FILED  
UNDER SEAL – CONTAINS HIGHLY  
CONFIDENTIAL – ATTORNEYS EYES  
ONLY MATERIAL)**

**JURY TRIAL DEMANDED**

Plaintiffs Carmen Perez and Andrea Brooks<sup>1</sup> bring this action on behalf of themselves and all others similarly situated against Bath & Body Works, LLC and Bath & Body Works, Inc. and their employees, alter-egos, and agents (collectively “Defendants”). Plaintiffs’ allegations against Defendants are based upon information and belief and upon investigation of Plaintiffs’ counsel, except for allegations specifically pertaining to Plaintiffs, which are based upon each Plaintiff’s personal knowledge.

<sup>1</sup> The Court granted Defendants’ motion to compel arbitration of Plaintiff Brooks’ claims and stayed her claims in this case pending resolution of that arbitration. (ECF 77.) Plaintiff Brooks has submitted a request for arbitration to the American Arbitration Association on July 1, 2022.

## INTRODUCTION

1. Defendants are large companies that sell skin care products under, *inter alia*, the brand name “Bath & Body Works.” To increase their sales, Defendants trick consumers by making false claims about the capabilities of the ingredients within its products. Defendants do not disclose to consumers that its products and their ingredients are scientifically incapable of achieving the promised results.

2. This case is about Defendants’ hyaluronic acid product lines. Defendants market and sell a series of products as “WATER,” “HYDRATING,” and/or “HYALURONIC ACID.” Defendants falsely represent, *inter alia*, that hyaluronic acid, an ingredient in the products, “attracts and retains up to 1,000x its weight in water to make skin look smoother and more supple.” Defendants have profited enormously from its false marketing campaigns, while its customers are left with overpriced skin care products that do not live up to Defendants’ promises.

## PARTIES

3. Plaintiff Carmen Perez is, and was at all relevant times, an individual and resident of California. Ms. Perez currently resides in San Jose, California. Ms. Perez intends to live in San Jose for the foreseeable future.

4. Plaintiff Andrea Brooks is, and was at all relevant times, an individual and resident of California. Ms. Brooks currently resides in Carpinteria, California. Ms. Brooks intends to live in Carpinteria for the foreseeable future.

5. Defendant Bath & Body Works, LLC is a Delaware limited liability company with its principal place of business in Columbus, Ohio. Bath & Body Works LLC is a wholly-owned subsidiary of Bath & Body Works, Inc.

6. Defendant Bath & Body Works, Inc. (“B&BW Inc.”, formerly known as L Brands, Inc.) is a Delaware corporation with its principal place of business in Columbus, Ohio. According to its SEC 10-K annual report filed March 2022, it is “a specialty retailer of home fragrance, body care products and soaps and sanitizer products.” B&BW Inc. goes on to state that “[t]hrough Bath & Body Works . . . and other brand names, the Company sells merchandise

1 site and other channels.” The company changed its name from “L Brands, Inc.” to “Bath and  
2 Body Works, Inc.” on August 3, 2021. In its March 2021 10-K filing, Bath & Body Works, Inc.  
3 stated that it was reporting Bath & Body Works LLC and Victoria’s Secret segments as separate  
4 reportable segments that included “sourcing and production functions (formerly known as Mast)  
5 and certain other functions that directly support each brand.” In the 2021 SEC filing, B&BW  
6 Inc. also claimed to “operate more than 1,735 Bath & Body Works stores in the U.S. and Canada  
7 and online at *BathandBodyWorks.com*.”

8 7. Mast Global LLC<sup>2</sup>, a Delaware limited liability company with its principal place  
9 of business in Columbus, Ohio, is (or was) a wholly-owned division of Bath & Body Works,  
10 Inc. Mast Global was registered as a Delaware limited liability company in November 2017.  
11 Prior to that date, “Mast Global” was a registered trade name for Beautyavenues LLC (a.k.a.  
12 Beauty Avenues), another subsidiary of Bath & Body Works Inc. and Delaware limited liability  
13 company with its principal place of business in Columbus, Ohio.

14 8. Mast Global’s current status as a corporate entity is unclear. Mast Global is still  
15 listed as a Delaware Limited Liability company on Delaware’s Secretary of State’s web site. But  
16 B&BW has indicated that Mast Global no longer exists, and Mast Global LLC’s registration in  
17 Delaware appears to have been cancelled due to nonpayment of Delaware taxes. At the same  
18 time, Beautyavenues LLC—which previously did business under the name “Mast Global”—is  
19 still listed as in good standing in Delaware, and Mast Global is still listed as a trade name for “L  
20 Brands” (i.e., B&BW Inc.).

21 9. At all times herein mentioned, Defendants B&BW Inc. and B&BW LLC,  
22 individually and collectively, were members of, and engaged in, a joint venture, partnership and  
23 common enterprise, and acting within the course and scope of, and in pursuance of, said joint  
24 venture, partnership, and common enterprise.

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25  
26 <sup>2</sup> Mast Global LLC is not a defendant at this time. Plaintiffs initially reserved a hearing date for  
27 a motion for leave to amend to add Mast Global LLC as a defendant, but Defendants threatened to  
28 move for sanctions under Rule 11 if Plaintiffs did so. While Plaintiff disagree with Defendants’  
position, Plaintiffs did not wish to burden the Court with unnecessary motion practice without  
some guidance from the Court. Plaintiffs do, however, assert that Mast Global played a role in

1           10.     More specifically, B&BW Inc.—both directly and through its agent and alter ego  
2 Mast Global—formulated, manufactured, packaged, shipped into California, and performed all  
3 regulatory and legal functions for the Products, including reviewing, editing, and approving the  
4 Products’ labels and the false claims alleged herein.

5           11.     B&BW LLC acted as the marketing and sales arm of the joint enterprise; it  
6 participated in drafting the marketing strategy and claims alleged herein, and it sold the Products  
7 to consumers.

8           12.     At all times herein mentioned, the acts and omissions of each Defendant  
9 concurred with and contributed to the various acts and omissions of each and all of the other  
10 Defendants in proximately causing the injuries and damages as herein alleged.

11           13.     At all times herein mentioned, each Defendant ratified each and every act or  
12 omission complained of herein. At all times herein mentioned, Defendants, individually and  
13 collectively, aided and abetted the acts and omissions of each and all of the other Defendants in  
14 proximately causing the damages, and other injuries, as herein alleged.

15 **B&BW Inc. Is Liable for the Acts of Its Agent and Alter Ego, Mast Global.**

16           14.     B&BW Inc. and its personnel were direct participants in the events described  
17 herein, as described further below, and are directly liable for the misconduct alleged herein as a  
18 result of their own actions.

19           15.     B&BW Inc. is also liable for the acts alleged herein as the principal and alter ego  
20 of its agent and alter ego Mast Global.

21           16.     In a company overview, Mast Global identified itself as a “division of L Brands,  
22 Inc.” and said that it was “headquartered within L Brands’ commercial park located in the greater  
23 Columbus, Ohio area.”

24           17.     Mast Global further stated that it served “as the IT and Logistical support arm for  
25 the L Brands retail divisions. . . . The logistical support that Mast provides to L Brands is the  
26 operation of all distribution centers for each division, which includes both inbound and outbound  
27 Distribution Center (DC) traffic.” The “retail divisions” Mast Global served include B&BW  
28 LLC

1           18. On information and belief, Mast Global LLC (and Beauty Avenues, which  
2 operated as “Mast Global” prior to formation of Mast Global LLC) shared offices and personnel  
3 with B&BW Inc. and operated as an internal division of B&BW Inc. for the benefit of B&BW  
4 Inc. and its fellow subsidiaries, including B&BW LLC. Public sources indicate that Beauty  
5 Avenues sometimes operated under the name “Bath & Body Works.”

6           19. B&BW Inc. actively controlled, directed, and oversaw Mast Global’s (and  
7 Beauty Avenue’s) partnership with B&BW LLC. Further, B&BW Inc. referred to Mast Global  
8 as a “wholly owned division” of itself, thereby identifying Mast Global as its alter ego and/or  
9 agent, with B&BW Inc. and Mast Global sharing a single unity of purpose.

10           20. Because B&BW Inc. had complete ownership and control of Mast Global and  
11 directed it to participate in the alleged activities with B&BW LLC, it is liable for Mast Global’s  
12 acts.

13           21. As Plaintiffs will show, B&BW Inc. was not an arms-length participant; its  
14 personnel were direct participants in daily marketing and product development decisions for the  
15 products at issue.

16           22. Mast Global had direct involvement in distribution of products into California as  
17 an agent of B&BW Inc. (then L Brands). Mast Global also formulated, manufactured, helped  
18 package, and participated in regulatory decisions—including approving label claims—for the  
19 Products in its capacity as L Brands logistics, manufacturing, and scientific/R&D division.  
20 Defendants have admitted Mast Global’s responsibility for these functions through production  
21 of documents and identification in their Initial Disclosures of Mast Global personnel (who were  
22 acting on B&BW Inc.’s behalf) as the people involved in formulating, manufacturing, and  
23 approving label claims for the Products.

24           23. On information and belief, Mast Global is also an alter ego of B&BW Inc./L  
25 Brands. The alter ego doctrine allows piercing the veil between corporations when subsidiary  
26 corporations are used by a dominating parent corporation to engage in fraudulent or wrongful  
27 conduct. Under California law, a parent corporation is the alter ego of its subsidiary if it controls

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