

**UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION**

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)	
In the Matter of)	
)	
GOEN TECHNOLOGIES CORPORATION,)	FILE NO. 042 3127
a corporation,)	
)	
NUTRAMERICA CORPORATION,)	AGREEMENT CONTAINING
a corporation,)	CONSENT ORDER
)	
TRIMSPA, INC,)	
a corporation, and)	
)	
ALEXANDER SZYNALSKI)	
a/k/a ALEXANDER GOEN, individually)	
and as an officer of the corporations.)	
)	

The Federal Trade Commission (“Commission”) has conducted an investigation of certain acts and practices of Goen Technologies Corporation, NutramERICA Corporation, and Trimspa, Inc., corporations, and Alexander Szynalski a/k/a Alexander Goen, individually and as an officer of the corporations (collectively, “proposed respondents” or “Goen”). Proposed respondents, having been represented by counsel, are willing to enter into an agreement containing a consent order resolving the allegations contained in the attached draft complaint. Therefore,

IT IS HEREBY AGREED by and between Goen Technologies Corporation, NutramERICA Corporation, and Trimspa, Inc., by their duly authorized officers, and Alexander Szynalski a/k/a Alexander Goen, individually and as an officer of the corporations, and counsel for the Federal Trade Commission that:

1. Proposed respondent Goen Technologies Corporation (“GTC”) is a New Jersey corporation with its principal office or place of business at 35 Melanie Way, Whippany, New Jersey 07981.
2. Proposed respondent NutramERICA Corporation (“NutramERICA”) is a Delaware corporation with its principal office or place of business at 35 Melanie Way, Whippany, New Jersey 07981.

3. Proposed respondent Trimspa, Inc. (“Trimspa”) is a New Jersey corporation with its principal office or place of business at 35 Melanie Way, Whippany, New Jersey 07981.
4. Proposed respondent Alexander Szynalski a/k/a Alexander Goen (“Szynalski”) is an officer of the corporate respondents. Individually, or in concert with others, he formulates, directs, controls, or participates in the policies, acts, or practices of the corporations. His principal office or place of business is the same as that of the corporations.
5. Proposed respondents admit all the jurisdictional facts set forth in the draft complaint.
6. Proposed respondents waive:
 - a. Any further procedural steps;
 - b. The requirement that the Commission's decision contain a statement of findings of fact and conclusions of law; and
 - c. All rights to seek judicial review or otherwise to challenge or contest the validity of the order entered pursuant to this agreement.
7. This agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this agreement is accepted by the Commission, it, together with the draft complaint, will be placed on the public record for a period of thirty (30) days and information about it will be publicly released. The Commission thereafter may either withdraw its acceptance of this agreement and so notify proposed respondents, in which event it will take such action as it may consider appropriate, or issue and serve its complaint (in such form as the circumstances may require) and decision in disposition of the proceeding.
8. This agreement is for settlement purposes only and does not constitute an admission by proposed respondents that the law has been violated as alleged in the draft complaint, or that the facts as alleged in the draft complaint, other than the jurisdictional facts, are true.
9. This agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Section 2.34 of the Commission's Rules, the Commission may, without further notice to proposed respondents, (1) issue its complaint corresponding in form and substance with the attached draft complaint and its decision containing the following order in disposition of the proceeding, and (2) make information about it public. When so entered, the order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time frame provided by statute for other orders. The order shall become final upon service. Delivery of the complaint and the decision and order to proposed respondents' address as stated in this agreement by any means specified in Section 4.4(a) of the Commission's Rules shall constitute service. Proposed respondents waive any right they may have to any other manner of

service. The complaint may be used in construing the terms of the order, and no agreement, understanding, representation, or interpretation not contained in the order or the agreement may be used to vary or contradict the terms of the order.

10. Proposed respondents have read the draft complaint and consent order. Proposed respondents understand that they may be liable for civil penalties in the amount provided by law and other appropriate relief for each violation of the order after it becomes final.

ORDER

DEFINITIONS

For purposes of this Order, the following definitions shall apply:

1. Unless otherwise specified, “Respondents” shall mean:
 - a. Goen Technologies Corporation (“GTC”), a corporation, its successors and assigns and its officers;
 - b. Nutramera Corporation (“Nutramera”), a corporation, its successors and assigns and its officers;
 - c.

any health-related service or program.

6. “Endorsement” shall mean as defined in 16 C.F.R. § 255.0(b).

7. “Food,” “drug,” and “device,” shall mean “food,” “drug,” and “device” as defined in Section 15 of the FTC Act, 15 U.S.C. § 55.

8. The term “including” in this Order shall mean “without limitation.”

9.

Education Act of 1990; and

C. Nothing in this order shall prohibit Respondents from making any representation for any device that is permitted in labeling for such device under any new medical device application approved by the Food and Drug Administration.

III.

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IV.

IT IS FURTHER ORDERED that Respondents shall, no later than twenty (20) days a

- A. Any Part in this order that terminates in less than twenty (20) years;
- B. This order's application to any Respondent that is not named as a defendant in such complaint; and
- C. This order if such complaint is filed after the order has terminated pursuant to this Part.

Provided, further, that if such complaint is dismissed or a federal court rules that the Respondent did not violate any provision of the order, and the dismissal or ruling is either not appealed or upheld on appeal, then the order will terminate according to this Part as though the complaint had never been filed, except that the order will not terminate between the date such complaint is filed and the later of the deadline for appealing such dismissal or ruling and the date such dismissal or ruling is upheld on appeal.

Signed this _____ day of _____, 2006.

GOEN TECHNOLOGIES CORPORATION.

By: _____
Alexander Szynalski
President of the corporation

NUTRAMERICA CORPORATION

By: t00 Td (_____) _____

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Technologies Corporation, Nutramerica
Corporation, and Trimspa, Inc.

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