

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Lina M. Khan, Chair
Noah Joshua Phillips
Rebecca Kelly Slaughter
Christine S. Wilson**

In the Matter of

**LIONS NOT SHEEP APPAREL, LLC, a
limited liability company,**

**LIONS NOT SHEEP PRODUCTS, LLC, a
limited liability company,**

**LIONS NOT SHEEP VENTURES, LLC, a
limited liability company,**

**LIONS NOT SHEEP LLC, a limited liability
company, and**

**SEAN WHALEN, individually and as an officer
of LIONS NOT SHEEP APPAREL,
LLC; LIONS NOT SHEEP LLC; LIONS
NOT SHEEP PRODUCTS, LLC; and
LIONS NOT SHEEP VENTURES, LLC.**

DOCKET NO.

COMPLAINT

The Federal Trade Commission, having reason to believe that Lions Not Sheep Apparel, LLC, a limited liability company; Lions Not Sheep Products, LLC, a limited liability company; Lions Not Sheep Ventures, LLC, a limited liability company; Lions Not Sheep LLC, a limited liability company; and Sean Whalen, individually and as an officer of Lions Not Sheep Apparel, LLC, Lions Not Sheep Products, LLC, Lions Not Sheep Ventures, LLC, and Lions Not Sheep LLC (collectively, “Respondents”), have violated the provisions of the Federal Trade Commission Act, and it appearing to the Commission that this proceeding is in the public interest, alleges:

1. Respondent Lions Not Sheep Apparel, LLC is a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.

2. Respondent Lions Not Sheep Products, LLC is a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.
3. Respondent Lions Not Sheep Ventures, LLC is a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.
4. Respondent Lions Not Sheep LLC is a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065. Lions Not Sheep LLC owns 100% of Lions Not Sheep Apparel, LLC, Lions Not Sheep Products, LLC, and Lions Not Sheep Ventures, LLC.
5. Respondent Sean Whalen (“Whalen”) is the sole owner and manager of Lions Not Sheep LLC. Individually or in concert with others, he formulates, directs, or controls the policies, acts, or practices of Lions Not Sheep Apparel, LLC, Lions Not Sheep Products, LLC, Lions Not Sheep Ventures, LLC, and Lions Not Sheep LLC (collectively, “Lions Not Sheep” or “Corporate Respondents”), including the acts and practices alleged in this complaint. His principal office or place of business is the same as that of the Corporate Respondents.
6. The Corporate Respondents have operated as a common enterprise while engaging in the unlawful acts and practices alleged below. Respondents have conducted the business practices described below through interrelated companies that have common ownership, officers, managers, business functions, employees, and office locations, and that commingled funds, etc. Because these Corporate Respondents have operated as a common enterprise, each of them is jointly and severally liable for the acts and practices alleged below. Respondent Whalen has formulated, directed, controlled, or had the authority to control, or participated in the acts and practices of the common enterprise alleged in this complaint.
7. Respondents have advertised, labeled, offered for sale, sold, and distributed products to consumers, including printed apparel, embroidered caps, and a range of accessories.
8. The acts and practices of Respondents alleged in this complaint have been in or affecting commerce, as “commerce” is defined in Section 4 of the Federal Trade Commission Act.

Respondents’ Business Practices

9. Respondent Whalen organized Lions Not Sheep Apparel, LLC on February 4, 2016. Respondent Whalen has been employed and affiliated with Corporate Respondents as Chief Executive Officer since their inception.
10. Heavily marketed through social media channels, Lions Not Sheep describes itself as a lifestyle brand from which consumers can purchase apparel and accessories that “show people it’s possible to live your life as a LION, Not a sheep” [sic].
11. The majority of Lions Not Sheep products are articles of wearing apparel including, but not limited to, t-shirts, sweatshirts, jackets, and sweaters.

12. Respondents also sell branded hats and accessories, such as flags, stickers, and wristbands.
13. Respondents sell Lions Not Sheep products online, including through their own website, lionsnotsheep.com, as well as on third-party platforms such as amazon.com and etsy.com. Products cost from \$10 for stickers up to \$105 for product bundles.
14. Respondent Whalen holds, and, at all times material to this Complaint has held, sole responsibility for and directed publication of all marketing claims made by Corporate Respondents.
15. Respondents have disseminated or have caused to be disseminated advertisements, packaging, and promotional materials for Lions Not Sheep products, including but not necessarily limited to the attached Exhibits A through F. These materials contain the following statements and depictions:

A. “Made in the USA” or “Made in America”

(Exhibit A, composite exhibit of lionsnotsheep.com homepage (Sept. 2021), product listings (Sept. 2021), Product Label, and Pinterest Post).

B. “Are your products USA Made?”

Our apparel is printed and/or embroidered in the United States. We purchase all our supplies and materials from local businesses in Utah and the surrounding states.”

(Exhibit B, composite exhibit of lionsnotsheep.com FAQs (Sept. 2021) and Facebook post (Jan. 2021)).

C. “100% AMERICAN MADE.”

(Exhibit C, Lions Not Sheep Facebook Post (June 2020))

D. “BEST DAMN AMERICAN MADE GEAR ON THE PLANET”
(Exhibit D, Lions Not Sheep Instagram Video (June 2020)).

E. “Products made in USA??”

* * *

[E]very damn post y’all ask this. In the time it took you to type this hypocritical statement cause the truth is 95% of your belongings are NOT American made, you could have visited our site and seen for yourself.”

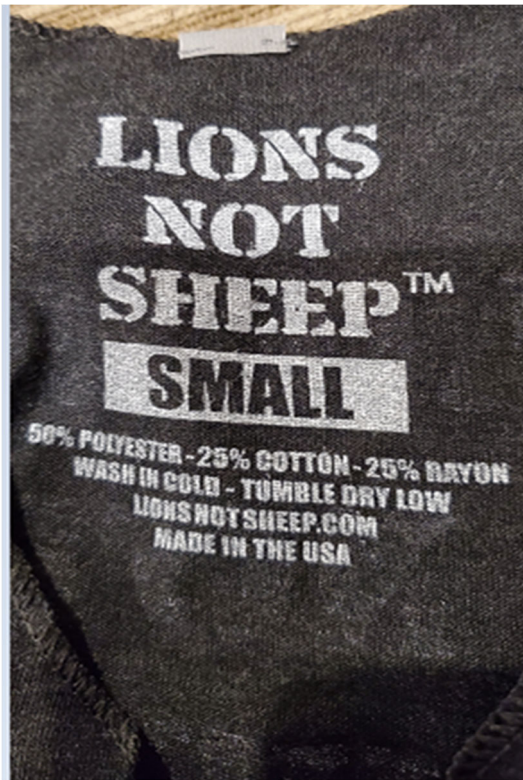
(Exhibit E, Post by Sean Whalen on Lions Not Sheep Facebook Post (May 2020)).

16. In most instances, the products advertised using the statements described in Paragraph 15 consist of wholly imported shirts and hats with limited finishing work, including printing or embroidery, performed in the USA.

17. On October 8, 2020, Respondent Whalen published a 4:16 video of himself to his social media accounts titled “MADE IN AMERICA” with a depiction of the Chinese flag. In that video, he introduced himself “as the owner and CEO of an apparel company,” and stated that, to make “Made in USA” claims for products, marketers should substantiate their products are “all or virtually all” made in the USA. During the video, Respondent Whalen explains he sources t-shirts from China, screens them in the USA, folds them into bags in the USA, and then sends them to U.S. consumers. He states, “So our shirts are made in America . . . But those shirts are made in China, just like damn near every single made in America shirt you’re wearing is. This is how it works.” Respondent Whalen closes by stating he could conceal the fact that his shirts are of Chinese origin by removing origin tags, but to do that he would have to “charge you more for the tshirt ‘cause I gotta pay the manpower and the labor to f---g tear the China tag off and put the America tag on. Which maybe at some point in time we do . . . God bless American-made products; God bless China; God bless the entire f---g world.”



18. From May 10, 2021 through October 21, 2021, Respondents removed tags disclosing appropriate foreign country of origin from shirt products and printed “Made in USA” at the neck of the shirts, as depicted below. (Exhibit F).



19. Based on the facts and violations of law alleged in this Complaint, the FTC has reason to believe that Respondents are violating or are about to violate laws enforced by the Commission because, among other things, Respondents ceased their unlawful activities only after learning the FTC was investigating them.

VIOLATION OF THE FTC ACT

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

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

Count I

False or Misleading Representation

22. In connection with the advertising, promotion, offering for sale, or sale of hats and non-apparel accessories, Respondents have represented, directly or indirectly, expressly or by implication, that such products are all or virtually all made in the United States.

23. In fact, in numerous instances, those hats and non-apparel accessories are wholly imported or contain significant imported content. Therefore, the representation set forth in Paragraph 22 is false or misleading.

24. The acts and practices of Respondents as alleged in Paragraphs 22-23 constitute unfair or deceptive acts or practices in violation of Section 5(a) of the Federal Trade Commission Act.

**VIOLATIONS OF THE TEXTILE FIBER PRODUCTS IDENTIFICATION ACT AND
TEXTILE RULES**

25. The Textile Fiber Products Identification Act, 15 U.S.C. §§ 70-70k (the “Textile Act”), governs, *inter alia*, the labeling and advertising of textile fiber products manufactured, sold, advertised, or offered for sale in commerce. *See* 15 U.S.C. § 70a.

26. Pursuant to the Textile Act, a textile fiber product is misbranded if “a stamp, tag, label, or other means of identification, or substitute therefor authorized by section 70c of this title, is not on or affixed to the product showing in words and figures plainly legible . . . If it is an imported textile fiber product the name of the country where processed or manufactured[; or i]f it is a textile fiber product processed or manufactured in the United States, it be so identified.” 15 U.S.C. § 70b(b).

27. The Textile Act further provides that “a textile fiber product shall be considered to be falsely or deceptively advertised in any mail order catalog or mail order promotional material which is used in the direct sale or direct offering for sale of such textile fiber product, unless such textile fiber product description states in a clear and conspicuous manner that such textile fiber product is processed or manufactured in the United States of America, or imported, or both.” 15 U.S.C. § 70b(i).

28. Subsection 70c declares unlawful removal or mutilation of a stamp, tag, label, or other identification required by the Textile Act before the product is sold and delivered to the ultimate consumer. 15 U.S.C. § 70c(a).

29. Pursuant to Subsection 70e of the Textile Act, 15 U.S.C. § 70e(c), the Commission promulgated the Textile Fiber Rule, 16 C.F.R. Part 303 (“Textile Rules”). The Textile Rules provide, in relevant part:

- a. Articles of wearing apparel are subject to the Textile Act and Textile Rules. 16 C.F.R. § 303.45(a).
- b. Imported textile products must be labeled with the name of the country where the imported product was processed or manufactured. 16 C.F.R. § 303.33(a)(1).
- c. A textile product either (1) made in the United States in whole or in part of imported materials; or (2) partially manufactured in a foreign country and partially manufactured in the United States must contain a label disclosing those facts. 16 C.F.R. § 303.33(a)(3).
- d. Product descriptions for textile products advertised in mail order catalogs or mail order promotional materials must state clearly and conspicuously that the product was

made in the United States, imported, or both in a manner that is consistent with the origin labeling of the product advertised. 16 C.F.R. § 303.34.

30. A violation of either the Textile Act or the Textile Rules constitutes an unfair or deceptive act or practice in violation of the FTC Act. *See* 5 U.S.C. §§ 70a and 70e.

Count II
Textile Act and Textile Rules

31. As set forth in Paragraph 11, Respondents market and sell or have marketed and sold textile fiber products subject to the Textile Act and Textile Rules.

32. As set forth in Paragraph 15, Respondents advertise or have advertised the origin of those textile fiber products as USA.

33. As set forth in Paragraph 16, in numerous instances, these textile products are wholly imported or incorporate significant imported materials.

34. As set forth in Paragraph 18, in numerous instances, Respondents removed tags containing information required pursuant to the Textile Act and Textile Rules from retail textile fiber products and replaced those tags with false country-of-origin designations.

35. Therefore, through the means described in Paragraphs 11-18 and 31-34, Respondents have introduced, advertised, offered for sale, or sold textile fiber products that are mislabeled or falsely or deceptively advertised, in violation of Sections 70a and 70b of the Textile Act, 15 U.S.C. §§ 70a and 70b, and Sections 303.33 and 303.34 of the Textile Rules, 16 C.F.R. §§ 303.33 and 303.34.

36. Respondents' violations of the Textile Act and Textile Rules constitute deceptive acts or practices, in or affecting commerce, in violation of 5(a) of the FTC Act. *See* 15 U.S.C. §§ 70a and 70e.

37. Therefore, the acts and practices of Respondents as alleged in Paragraphs 31-36 constitute unfair or deceptive acts or practices in violation of Section 5(a) of the Federal Trade Commission Act.

THEREFORE, the Federal Trade Commission this _____ day of _____, 20__, has issued this Complaint against Respondents.

By the Commission.

April J. Tabor
Secretary

SEAL:

SUBSCRIBE

Sign up to get the latest on sales, new releases and more ...

SIGN UP

📍 MADE IN THE USA

★ 110,000+ SATISFIED CUSTOMERS

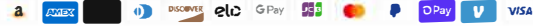
📦 SAME OR NEXT DAY SHIPPING

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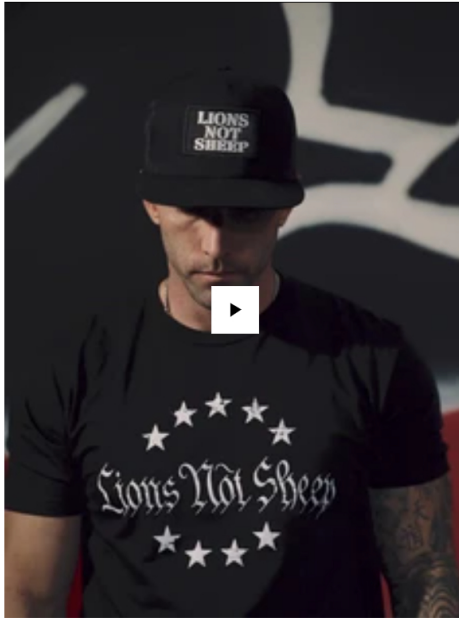
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Previous | Next



LIONS NOT SHEEP OG HAT (ALL BLACK)

★★★★★ 378 reviews
\$ 30.00

Variant: MESH BACK

MESH BACK FABRIC BACK

Quantity: 1

ADD TO CART

Expected Delivery Date: Sep 14 - Sep 18

DESCRIPTION

All Black Snapback Trucker Hat.

MATERIAL

Adjustable Snapback Trucker Hat with embroidered logo

MADE IN THE USA

SHIPPING

Items will be shipped out in 1-3 days from time of order

USA Shipping: 3-5 Business Days

International Shipping: 5-9 Business Days

RETURNS & EXCHANGES

We offer a 7 Day Returns & Exchanges Policy.

Items must be in brand new condition for us to accept the return/exchange.

We do not accept returns or exchanges based of "Change of Mind"

We only accept size exchanges. We do not accept exchanges for other designs / different items.

WHAT IS LIONS NOT SHEEP

It's a way of being.

It's something you already have.

It's already inside you.

You have 2 choices.

To lead, or to be led.

Lions Not Sheep is the savage inside you have chosen to ignore.

We live in a time when "fairness" and equality is peddled more than hard work and victory is.

We live in a time that man is encouraged to sit down and shut up than stand up and be bold.

Following the masses is more encouraged than following your heart.

Lions choose to lead.

Not to be rebellious or to stand out, we lead because it's who we are.

We think differently. We speak and act differently.

Because WE ARE DIFFERENT.

A lion makes no apologies for being a lion.

A lion makes no apologies for wanting to eat.

A lion wakes up and fucking hunts.

Power. THE BODY

Passion. THE RELATIONSHIPS

Purpose. THE MIND

Production. THE BUSINESS

Lions live by a very specific code.

Their own code to their own tribe.

Lions Not Sheep is not a group of followers, it is a pride of lions.

A pride of men and women who PRODUCE abundantly for their pride.

Who PROTECT their pride at all costs.

And who PROVIDE for their own needs and desires.

You choose if you are part of a pride.

You choose if you are leading, or being led.

You choose today like every other day if you will be a LION.

Or if you will be a sheep.

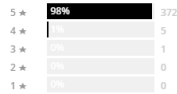
We are LIONS NOT SHEEP

LIONS NOT SHEEP IS PROUDLY SUPPORTED BY...



Customer Reviews

5.0 ★★★★★
Based on 378 Reviews



97% reviewers would recommend this product

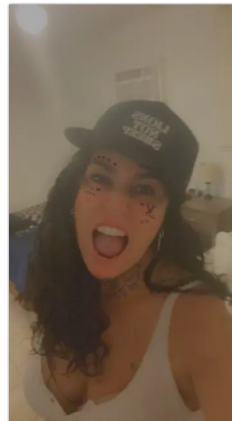
Ask a Question Write a Review

Reviews 378 Questions 0

Filter Reviews:

Search Reviews

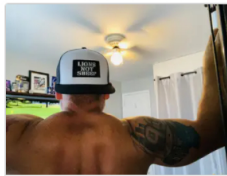
- Quality
- Hats
- Shipping
- Lions
- Message
- Compliments
- SHEEP
- Love
- Statement
- 55356



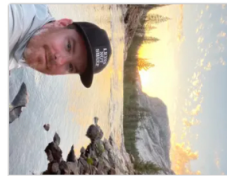
★★★★★ 09/04/2021
I recommend this product
Hats
Great!! I love all my products from Lions not sheep. Great quality and perfect style.
Lions Not Sheep OG Hat (All Black)
- MESH BACK
Michelle G. Verified Buyer
Share
Was this helpful? 0 0 0



★★★★★ 08/23/2021
I recommend this product
Stand proudly
The quality of the tank top and hat are top notch. Fit us great and comfortable. I got multiple compliments all night long on my outfit and what it represents.
Lions Not Sheep OG Hat (All Black)
- MESH BACK
Jessie R. Verified Buyer
Share
Was this helpful? 0 0 0



★★★★★ 08/19/2021
I recommend this product
Extremely Happy!!
Ordered 3 hats great quality!! Time to order some hoodies and shirts
Lions Not Sheep OG Hat (All Black)
- MESH BACK
Nathan O. Verified Buyer
Share
Was this helpful? 0 0 0



★★★★★ 07/18/2021
I recommend this product
My husband loves it!
I bought him this hat when your online shop first opened up, and little did I know that he was going to love it and wear it so much! You were sold out for a while but I got him another one as soon as they were back in stock. It's sturdy, durable (he wears it a lot), good quality. Great buy!
Lions Not Sheep OG Hat (All Black)
- MESH BACK
Denise R. Verified Buyer
Share
Was this helpful? 0 0 0



★★★★★ 05/30/2021
I recommend this product
My Awesome New Hat Got Stolen!
Great product, great message, fast shipping and attentive post-purchase follow up.
My only complaint is that the hat is so cool that my little dude 6 year old stole it from me and now he wears it all the time! Guess I'll be getting another one.
One thing...for \$30 a hat y'all should be doing free shipping, or at least making use of the post. Other

picking up part of the cost. Other than that, I have no complaints and will be ordering at least one more to replace the one my son stole!
Lions Not Sheep OG Hat (All Black)
- MESH BACK
Samuel M. Verified Buyer
Share
Was this helpful? 0 0

< 1 2 3 4 5 6 7 8 9 10 >

MADE IN THE USA ★ 115,000+ SATISFIED CUSTOMERS 📦 SAME OR NEXT DAY SHIPPING

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LIONS

NOT

SHEEPTM

MEDIUM

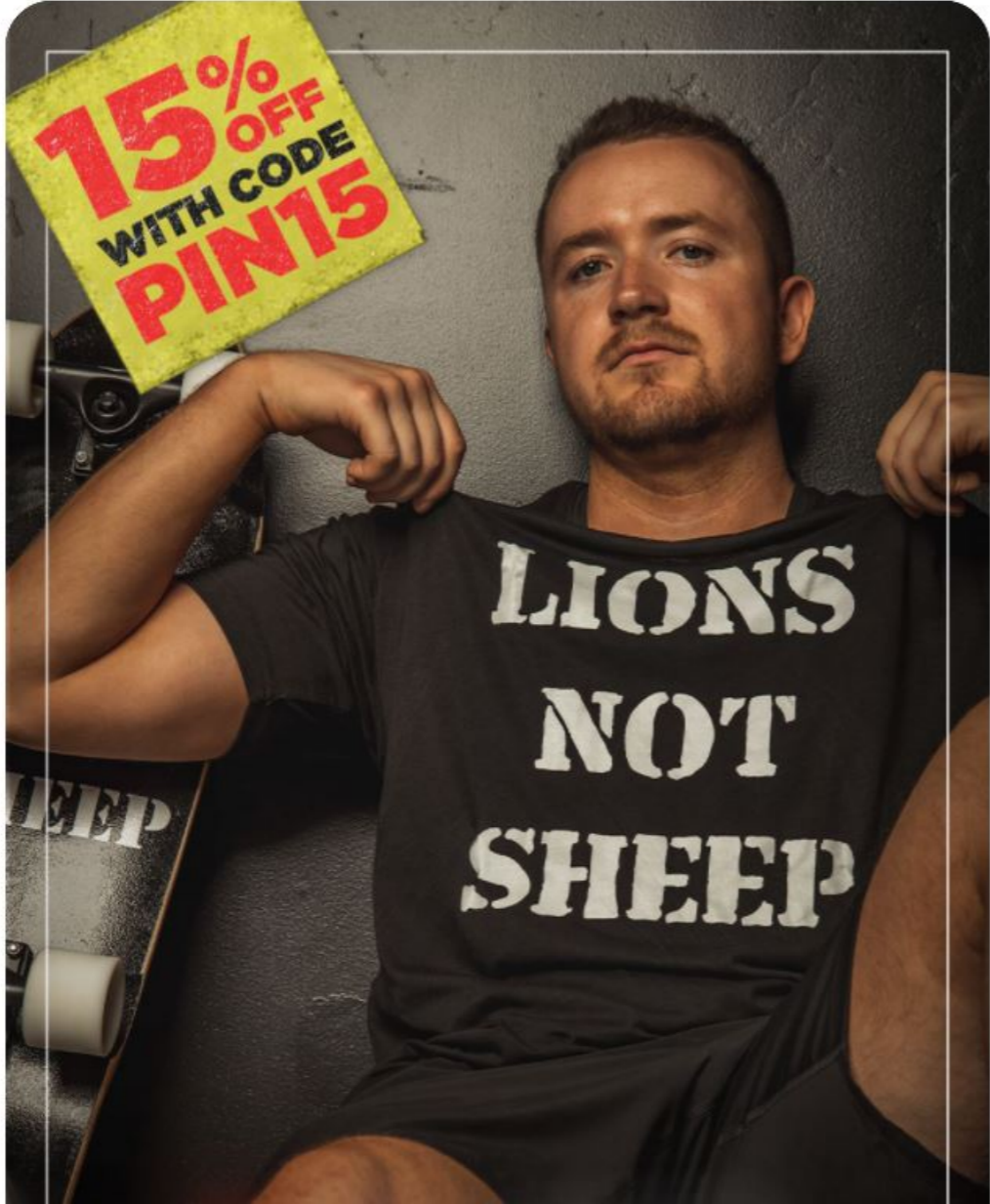
100% COTTON

WASH IN COLD - TUMBLE DRY LOW

LIONSNOTSHEEP.COM

MADE IN THE USA

LIONSNOTSHEEP



Visit Save

From lionsnotsheep.com

15% OFF Lions Not Sheep OG Tee

Get the Lions Not Sheep OG Tee for 15% OFF with code PIN15. Limited time deal! us Made in America! 😁 Over 20,000+ Happy Customers ⭐ 1,000+ 5-Star Reviews! Shop Now: LionsNotSheep.com

LIONS NOT SHEEP Lions Not Sheep Apparel ✓ 329 followers

Made In America Mens Tees Lions Sheep Shop Now Coding >

More information...

LIONS NOT SHEEP®

HOME MENS WOMENS KIDS HATS & ACCESSORIES LIMITED EDITION DROPS TRACK ORDER BLOG

Frequently Asked Questions

- Are you located in the United States? —
Yes, our warehouse and fulfillment facility is in Salt Lake City, Utah.
- Are your products USA Made? —
Our apparel is printed and/or embroidered in the United States. We purchase all of our supplies and materials from local businesses in Utah and other surrounding states.
- Do your sizes run small or are they true to US sizes? +
- How does The Lions Den work? How can I sign up? +
- What are your payment methods? +
- What is the exchange process? +
- What is the refund process? +
- Can I make changes to my order once it is placed? +
- Why is my tracking showing in pre-shipment? +
- Do you offer overnight/express shipping? +
- Do you sell curved caps and not flat brims? +

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LIONS NOT SHEEP®

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Help



Lions Not Sheep

January 21 · 🌐



Shop @lionsnotsheep today and receive a free hat with \$75 purchase.e

#lionsnotsheep #ar15

#freedom #lionsnotsheepapparel #lionsnotsheep🇺🇸



👍❤️ 31

4 Comments 1 Sharee



Most Relevant ▼



Write a comment...e



Jeff Gebhart

I do not recommend buying from here for gifts. The return policy is 7 days. Which if you are buying this fore someone else, the practicality of getting the product then waiting for (birthday, Christmas, etc) to give to theme to find out it doesn't fit ... See More

Like · Reply · 38w



Kymberly Dawn

Where are these items manufactures and shipped from?e

Like · Reply · 38w

Most Relevant is selected, so some replies may have been filtered out.e



Author

Lions Not Sheep

Hello Kymberly Dawn,

Our apparel is printed and/or embroidered in the United States. We purchase all of our supplies and materials from local businesses in Utah and other surrounding states.

Like · Reply · 38w



Most Relevant is selected, so some replies may have been filtered out.e

Write a comment...



Lions Not Sheep

View Shop

Like

Message



Product carousel showing items from Lions Not Sheep and LNS Apparel Co. with prices: \$17.50, \$35.00, and \$35.00.

Page Transparency See All

Facebook is showing information to help you better understand the purpose of a Page. See actions taken by the people who manage and post content.

- Page created - August 8, 2015
- Page manager locations: United States, Pakistan

Related Pages

- 75 Hard Interest Like
- No Slack Clothing Comp... Clothing Company Like
- GOD FIRST Assemblies of God Like

Add Your Business to Facebook

Showcase your work, create ads and connect with customers or supporters.

Create Page

Press Enter to post.



Lions Not Sheep tagged a product from their shop.

June 3 · 🌐

DROPPING AT 5PM MST!
JERSEY JUNE IS JUST GETTING STARTED!
100% AMERICAN MADE.



#lionsnotsheep #lionsnotsheep #lionsnotsheepapparel



Click to View Products

170

24 Comments 4 Shares

Like

Comment

Share



lionsnotsheep • Follow



lionsnotsheep Made in U.S.A us

Some folks are confused about what "MADE IN USA" means.

This should clarify for ya.

To all our customers, supporters and fans THANK YOU!

We love this country and we love making apparel that represents our beliefs and passions!

We will never stop loving America, supporting our POTUS, vets and LEO's, and we will never stop making the BEST DAMN AMERICAN MADE GEAR ON THE PLANET!



19,132 views

JUNE 30, 2020



Add a comment...

Post



Lions Not Sheep

May 15, 2020 · 🌐

...

The opinions of others cannot be deposited into your bank account.

Yet most of us spend way too much time caring about them.

👍❤️ 116

6 Comments 21 Shares



Like



Comment



Share

Most Relevant ▾



Nathan Aller

Products made in USA????? If not let's get there real fast please! Not buying nothing without the USA stamp! Americans first!

...

Like · Reply · 1y0

👍 1



Sean Whalen · Follow

Nathan Aller every damn post y'all ask this. In the time it took you to type this hypocritical statement cause the truth is 95% of your belongings are NOT American made, you could have visited our site and seen for yourself. 🇺🇸

...

Like · Reply · 1y

👍 3



Reply to Na...



Jason C Gass

Amen brother!

...

Like · Reply · 1y0

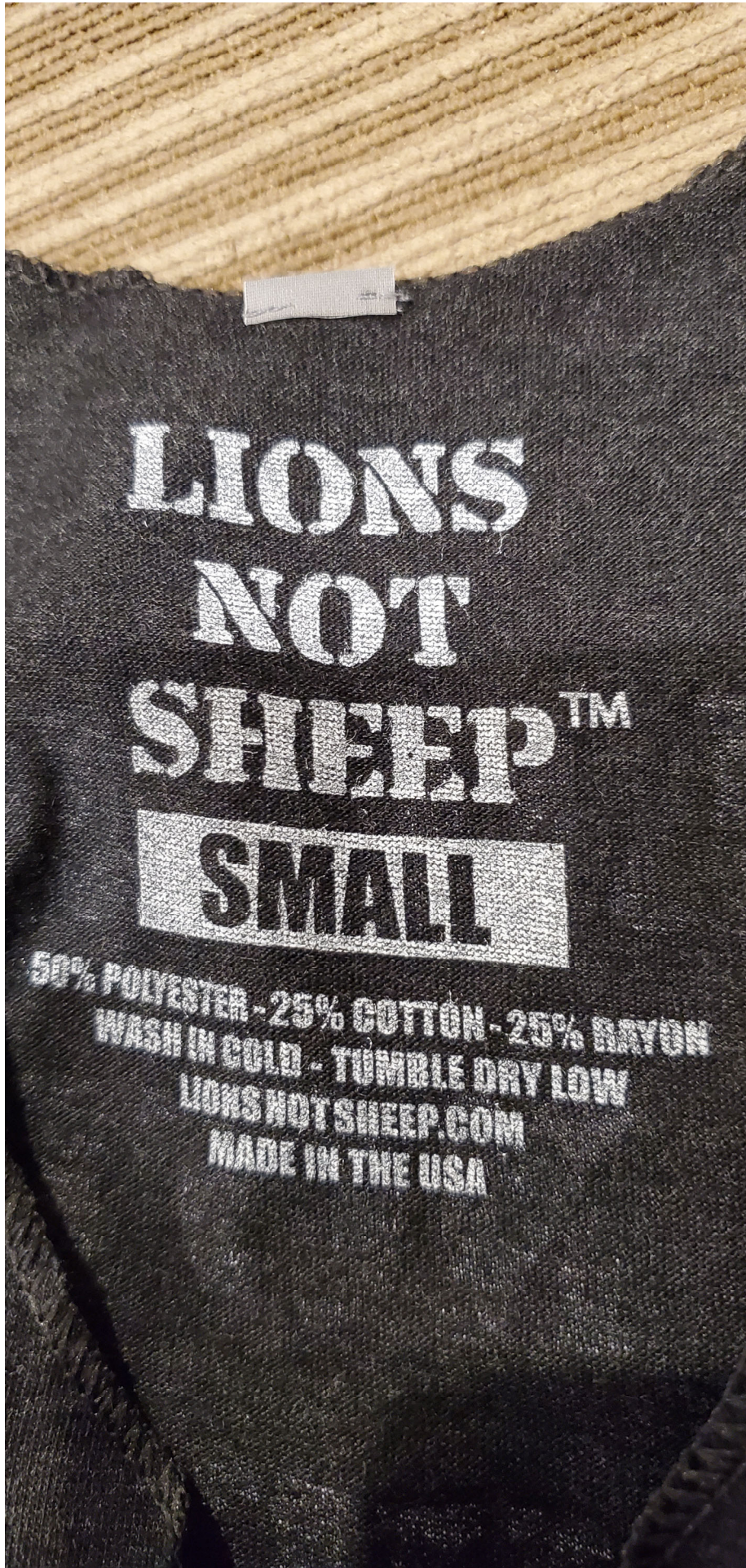


Chance Murphy

So true!

...

Like · Reply · 1y0



**LIONS
NOT
SHEEP™**

SMALL

50% POLYESTER - 25% COTTON - 25% RAYON
WASH IN COLD - TUMBLE DRY LOW
LIONSNOTSHEEP.COM
MADE IN THE USA

Exhibit F

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of

LIONS NOT SHEEP APPAREL, LLC, a limited liability company,

LIONS NOT SHEEP PRODUCTS, LLC, a limited liability company,

LIONS NOT SHEEP VENTURES, LLC, a limited liability company,

LIONS NOT SHEEP LLC, a limited liability company, and

SEAN WHALEN, individually and as an officer of LIONS NOT SHEEP APPAREL, LLC; LIONS NOT SHEEP LLC; LIONS NOT SHEEP PRODUCTS, LLC; and LIONS NOT SHEEP VENTURES, LLC

FILE NO. 2223023

**AGREEMENT CONTAINING
CONSENT ORDER**

The Federal Trade Commission (“Commission”) has conducted an investigation of certain acts and practices of Lions Not Sheep Apparel, LLC; Lions Not Sheep Products, LLC; Lions Not Sheep Ventures, LLC; Lions Not Sheep LLC; and Sean Whalen, individually and as an officer of Lions Not Sheep Apparel, LLC; Lions Not Sheep Products, LLC; Lions Not Sheep Ventures, LLC; and Lions Not Sheep LLC (collectively “Proposed Respondents”). The Commission’s Bureau of Consumer Protection (“BCP”) has prepared a draft of an administrative Complaint (“draft Complaint”). BCP and Proposed Respondents, individually or through their duly authorized officers, enter into this Agreement Containing Consent Order (“Consent Agreement”) to resolve the allegations in the attached draft Complaint through a proposed Decision and Order to present to the Commission, which is also attached and made a part of this Consent Agreement.

IT IS HEREBY AGREED by and between Proposed Respondents and BCP, that:

1. The Proposed Respondents are:
 - a. Proposed Respondent Lions Not Sheep Apparel, LLC, a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.

- b. Proposed Respondent Lions Not Sheep Products, LLC, a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.
 - c. Proposed Respondent Lions Not Sheep Ventures, LLC, a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.
 - d. Proposed Respondent Lions Not Sheep LLC, a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065. Lions Not Sheep LLC owns 100% of Lions Not Sheep Apparel, LLC, Lions Not Sheep Products, LLC, and Lions Not Sheep Ventures, LLC.
 - e. Proposed Respondent Sean Whalen, the sole owner and manager of Lions Not Sheep LLC. Individually or in concert with others, he formulates, directs, or controls the policies, acts, or practices of Lions Not Sheep Apparel, LLC, Lions Not Sheep Products, LLC, Lions Not Sheep Ventures, LLC, and Lions Not Sheep LLC (collectively, “Lions Not Sheep” or “Proposed Corporate Respondents”). His principal office or place of business is the same as that of the Proposed Corporate Respondents.
2. Proposed Respondents neither admit nor deny any of the allegations in the Complaint, except as specifically stated in the Decision and Order. Only for purposes of this action, Proposed Respondents admit the facts necessary to establish jurisdiction.
3. 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 Decision and Order issued pursuant to this Consent Agreement.
4. This Consent Agreement will not become part of the public record of the proceeding unless and until it is accepted by the Commission. If the Commission accepts this Consent Agreement, it, together with the draft Complaint, will be placed on the public record for 30 days and information about them publicly released. Acceptance does not constitute final approval, but it serves as the basis for further actions leading to final disposition of the matter. Thereafter, the Commission may either withdraw its acceptance of this Consent Agreement and so notify each Proposed Respondent, in which event the Commission 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, which may include an Order. *See* Section 2.34 of the Commission’s Rules, 16 C.F.R. § 2.34 (“Rule 2.34”).

5. If this agreement is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to Rule 2.34, 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 and Order; and (2) make information about them public. Proposed Respondents agree that service of the Order may be effected by its publication on the Commission's website (ftc.gov), at which time the Order will become final. *See* Rule 2.32(d). Proposed Respondents waive any rights they may have to any other manner of service. *See* Rule 4.4.

6. When final, the Decision and Order will have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other Commission orders.

7. The Complaint may be used in construing the terms of the Decision and Order. No agreement, understanding, representation, or interpretation not contained in the Decision and Order or in this Consent Agreement may be used to vary or contradict the terms of the Decision and Order.

8. Each Proposed Respondent agrees to comply with the terms of the proposed Decision and Order from the date that Proposed Respondent signs this Consent Agreement. Proposed Respondents understand that they may be liable for civil penalties and other relief for each violation of the Decision and Order after it becomes final.

LIONS NOT SHEEP

FEDERAL TRADE COMMISSION

Sean Whalen
Owner and Manager
Lions Not Sheep Apparel, LLC
Lions Not Sheep Products, LLC
Lions Not Sheep Ventures, LLC
Lions Not Sheep LLC

/s/ JSE

Julia Solomon Ensor
Attorney
Division of Enforcement
Bureau of Consumer Protection

Date: _____

APPROVED:

SEAN WHALEN

Laura Koss
Assistant Director
Division of Enforcement
Bureau of Consumer Protection

Sean Whalen, individually and
as an officer of
Lions Not Sheep Apparel, LLC
Lions Not Sheep Products, LLC
Lions Not Sheep Ventures, LLC
Lions Not Sheep LLC

James A. Kohm
Associate Director
Division of Enforcement
Bureau of Consumer Protection

Date: _____

Kim Phan, Esq.
Attorney for Proposed Respondents

Samuel Levine
Director
Bureau of Consumer Protection

Date: _____

Date: _____

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Lina M. Khan, Chair**
 Noah Joshua Phillips
 Rebecca Kelly Slaughter
 Christine S. Wilson

In the Matter of

LIONS NOT SHEEP APPAREL, LLC, a limited liability company,

LIONS NOT SHEEP PRODUCTS, LLC, a limited liability company,

LIONS NOT SHEEP VENTURES, LLC, a limited liability company,

LIONS NOT SHEEP LLC, a limited liability company, and

SEAN WHALEN, individually and as an officer of LIONS NOT SHEEP APPAREL, LLC; LIONS NOT SHEEP LLC; LIONS NOT SHEEP PRODUCTS, LLC; and LIONS NOT SHEEP VENTURES, LLC.

DECISION AND ORDER

DOCKET NO. C-

DECISION

The Federal Trade Commission (“Commission”) initiated an investigation of certain acts and practices of the Respondents named in the caption. The Commission’s Bureau of Consumer Protection (“BCP”) prepared and furnished to Respondents a draft Complaint. BCP proposed to present the draft Complaint to the Commission for its consideration. If issued by the Commission, the draft Complaint would charge the Respondents with violations of the Federal Trade Commission Act.

Respondents and BCP thereafter executed an Agreement Containing Consent Order (“Consent Agreement”). The Consent Agreement includes: (1) statements by Respondents that they neither admit nor deny any of the allegations in the Complaint, except as specifically stated in this Decision and Order, and that only for purposes of this action, they admit the facts

necessary to establish jurisdiction; and (2) waivers and other provisions as required by the Commission's Rules.

The Commission considered the matter and determined that it had reason to believe that Respondents have violated the Federal Trade Commission Act, and that a Complaint should issue stating its charges in that respect. The Commission accepted the executed Consent Agreement and placed it on the public record for a period of 30 days for the receipt and consideration of public comments. The Commission duly considered any comments received from interested persons pursuant to Section 2.34 of its Rules, 16 C.F.R. § 2.34. Now, in further conformity with the procedure prescribed in Rule 2.34, the Commission issues its Complaint, makes the following Findings, and issues the following Order:

Findings

1. The Respondents are:
 - a. Respondent Lions Not Sheep Apparel, LLC, a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.
 - b. Respondent Lions Not Sheep Products, LLC, a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.
 - c. Respondent Lions Not Sheep Ventures, LLC, a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065.
 - d. Respondent Lions Not Sheep LLC, a Utah limited liability company with its principal office or place of business at 14572 S 790 W #C Bluffdale, Utah 84065. Lions Not Sheep LLC owns 100% of Lions Not Sheep Apparel, LLC, Lions Not Sheep Products, LLC, and Lions Not Sheep Ventures, LLC.
 - e. Respondent Sean Whalen, the sole owner and manager of Lions Not Sheep LLC. Individually or in concert with others, he formulates, directs, or controls the policies, acts, or practices of Lions Not Sheep Apparel, LLC, Lions Not Sheep Products, LLC, Lions Not Sheep Ventures, LLC, and Lions Not Sheep LLC (collectively, "Lions Not Sheep" or "Corporate Respondents"). His principal office or place of business is the same as that of the Proposed Corporate Respondents.
2. The Commission has jurisdiction over the subject matter of this proceeding and over the Respondents, and the proceeding is in the public interest.

ORDER

Definitions

For purposes of this Order, the following definitions apply:

- A. **“Clear(y) and conspicuous(ly)”** means that a required disclosure is difficult to miss (i.e., easily noticeable) and easily understandable by ordinary consumers, including in all of the following ways:
1. In any communication that is solely visual or solely audible, the disclosure must be made through the same means through which the communication is presented. In any communication made through both visual and audible means, such as a television advertisement, the disclosure must be presented simultaneously in both the visual and audible portions of the communication even if the representation requiring the disclosure (“triggering representation”) is made through only one means.
 2. A visual disclosure, by its size, contrast, location, the length of time it appears, and other characteristics, must stand out from any accompanying text or other visual elements so that it is easily noticed, read, and understood.
 3. An audible disclosure, including by telephone or streaming video, must be delivered in a volume, speed, and cadence sufficient for ordinary consumers to easily hear and understand it.
 4. In any communication using an interactive electronic medium, such as the Internet or software, the disclosure must be unavoidable.
 5. On a product label, the disclosure must be presented on the principal display panel.
 6. The disclosure must use diction and syntax understandable to ordinary consumers and must appear in each language in which the triggering representation appears.
 7. The disclosure must comply with these requirements in each medium through which it is received, including all electronic devices and face-to-face communications.
 8. The disclosure must not be contradicted or mitigated by, or inconsistent with, anything else in the communication.
 9. When the representation or sales practice targets a specific audience, such as children, the elderly, or the terminally ill, “ordinary consumers” includes reasonable members of that group.

- B. **“Made in the United States”** means any representation, express or implied, that a product or service, or a specified component thereof, is of U.S.-origin, including, but not limited to, a representation that such product or service is “made,” “manufactured,” “built,” “produced,” or “crafted” in the United States or in America, or any other U.S.-origin claim.
- C. **“Product or Service”** means any good or service, including any plan or program.
- D. **“Respondents”** means all of the Corporate Respondents and the Individual Respondent, individually, collectively, or in any combination.
 - 1. **“Corporate Respondents”** means Lions Not Sheep Apparel, LLC, Lions Not Sheep Products, LLC, Lions Not Sheep Ventures, LLC, and Lions Not Sheep LLC, and their successors and assigns.
 - 2. **“Individual Respondent”** means Sean Whalen.
- E. **“Textile Fiber Product”** means any product subject to the Textile Fiber Products Identification Act, 15 U.S.C. §§ 70-70k.

Provisions

I.

Prohibited Misrepresentations Regarding U.S.-Origin Claims

IT IS ORDERED that Respondents, and Respondents’ officers, agents, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order, whether acting directly or indirectly, in connection with the manufacturing, labeling, advertising, promotion, offering for sale, sale, or distribution of any Product or Service, must not make any representation, expressly or by implication, that a product is Made in the United States unless:

- A. The final assembly or processing of the product occurs in the United States, all significant processing that goes into the product occurs in the United States, and all or virtually all ingredients or components of the product are made and sourced in the United States; or
- B. A Clear and Conspicuous qualification appears immediately adjacent to the representation that accurately conveys the extent to which the product contains foreign parts, ingredients or components, and/or processing; or
- C. For a claim that a product is assembled in the United States, the product is last substantially transformed in the United States, the product’s principal assembly takes place in the United States, and United States assembly operations are substantial.

II.
Prohibited Misleading and Unsubstantiated Representations

IT IS FURTHER ORDERED that Respondents, and Respondents' officers, agents, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order, whether acting directly or indirectly, in connection with the manufacturing, labeling, advertising, promotion, offering for sale, sale, or distribution of any Product or Service, must not make any representation, expressly or by implication, including any representation regarding the country of origin of any Product or Service, unless the representation is non-misleading, including that, at the time such representation is made, Respondents possess and rely upon a reasonable basis for the representation.

III.
Required Disclosure

IT IS FURTHER ORDERED that Respondents, and Respondents' officers, agents, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order, whether acting directly or indirectly, in connection with the manufacturing, labeling, advertising, promotion, offering for sale, sale, or distribution of any Textile Fiber Product must:

- A. If such Textile Fiber Product is imported, label such Textile Fiber Product with the name of the country where the imported product was processed or manufactured.
- B. If such Textile Fiber Product is either (1) Made in the United States; (2) Made in the United States in whole or in part of imported materials; or (3) partially manufactured in a foreign country and partially manufactured in the United States, disclose those facts on the product label.
- C. In any product description in any mail order catalog or mail order promotional material, Clearly and Conspicuously state whether the Textile Fiber Product is Made in the United States, imported, or both in a manner that is consistent with the origin labeling of the Textile Fiber Product advertised.

IV.
Monetary Relief

IT IS FURTHER ORDERED that:

- A. Respondents must pay to the Commission \$211,335.00, which Respondents stipulate their undersigned counsel holds in escrow for no purpose other than payment to the Commission. Respondents will escrow these funds with counsel within three weeks of signing the Consent Agreement.

- B. Such payment must be made within 8 days of the effective date of this Order by electronic fund transfer in accordance with instructions provided by a representative of the Commission.

V.

Additional Monetary Provisions

IT IS FURTHER ORDERED that:

- A. Respondents relinquish dominion and all legal and equitable right, title, and interest in all assets transferred pursuant to this Order and may not seek the return of any assets.
- B. The facts alleged in the Complaint will be taken as true, without further proof, in any subsequent civil litigation by or on behalf of the Commission to enforce its rights to any payment pursuant to this Order, such as a nondischargeability complaint in any bankruptcy case.
- C. The facts alleged in the Complaint establish all elements necessary to sustain an action by or on behalf of the Commission pursuant to Section 523(a)(2)(A) of the Bankruptcy Code, 11 U.S.C. § 523(a)(2)(A), and this Order will have collateral estoppel effect for such purposes.
- D. All money paid to the Commission pursuant to this Order may be deposited into a fund administered by the Commission or its designee to be used for relief, including consumer redress and any attendant expenses for the administration of any redress fund. If a representative of the Commission decides that direct redress to consumers is wholly or partially impracticable or money remains after redress is completed, the Commission may apply any remaining money for such other relief (including consumer information remedies) as it determines to be reasonably related to Respondents' practices alleged in the Complaint. Any money not used is to be deposited to the U.S. Treasury. Respondents have no right to challenge any activities pursuant to this Provision.
- E. In the event of default on any obligation to make payment under this Order, interest, computed as if pursuant to 28 U.S.C. § 1961(a), shall accrue from the date of default to the date of payment. In the event such default continues for 10 days beyond the date that payment is due, the entire amount will immediately become due and payable.
- F. Each day of nonpayment is a violation through continuing failure to obey or neglect to obey a final order of the Commission and thus will be deemed a separate offense and violation for which a civil penalty shall accrue.
- G. Respondents acknowledge that their Taxpayer Identification Numbers (Social Security or Employer Identification Numbers), which Respondents must previously submit to the Commission, may be used for collecting and reporting on any delinquent amount arising out of this Order, in accordance with 31 U.S.C. § 7701.

VI.
Customer Information

IT IS FURTHER ORDERED that Respondents must directly or indirectly provide sufficient customer information, including sufficient identification of all resellers, to enable the Commission to efficiently administer consumer redress. If a representative of the Commission requests in writing any information related to redress, Respondents must provide it, in the form prescribed by the Commission representative, within 14 days.

VII.
Notice to Customers

IT IS FURTHER ORDERED that Respondents must notify customers as follows:

- A. Respondents must identify all consumers who purchased any Lions Not Sheep product from lionsnotsheep.com or any other website, online sales platform, or business profile controlled or maintained by any Respondent, including on any third-party sales platform, on or after May 1, 2020 and through the date Respondents signed the Consent Agreement in this matter (“Affected Customers”).
1. Such Affected Customers, and their contact information, must be identified to the extent such information is in Respondents’ possession, custody or control;
 2. Affected Customers include those identified at any time, including after Respondents’ execution of the Consent Agreement through the eligibility period, which runs for 1 year after the issuance date of the Order.
- B. Respondents must notify all identified Affected Customers by mailing or emailing each a notice in the form shown in Attachment A. The communication containing the notification letter may contain a copy of this Order, but no other document or enclosure.
- C. Respondents must notify all Affected Customers within 30 days after the issuance date of this Order and any Affected Customers identified thereafter within 30 days of their identification.
- D. Respondents must report on their notification program under penalty of perjury:
1. Respondents must submit a report within 60 days of entry of this Order and at the conclusion of the program summarizing its compliance to date.
 2. If a representative of the Commission requests any information regarding the program, including any of the underlying customer data, Respondents must submit it within 10 days of the request.
 3. Failure to provide required notices or any requested information will be treated as a continuing failure to obey this Order.

VIII.
Acknowledgments of the Order

IT IS FURTHER ORDERED that Respondents obtain acknowledgments of receipt of this Order:

- A. Each Respondent, within 10 days after the effective date of this Order, must submit to the Commission an acknowledgment of receipt of this Order sworn under penalty of perjury.
- B. Individual Respondent for any business that such Respondent, individually or collectively with any other Respondents, is the majority owner or controls directly or indirectly, and each Corporate Respondent, must deliver a copy of this Order to: (1) all principals, officers, directors, and LLC managers and members; (2) all employees having managerial responsibilities for conduct related to the subject matter of the Order and all agents and representatives who participate in conduct related to the subject matter of the Order; and (3) any business entity resulting from any change in structure as set forth in the Provision titled Compliance Reports and Notices. Delivery must occur within 10 days after the effective date of this Order for current personnel. For all others, delivery must occur before they assume their responsibilities.
- C. From each individual or entity to which a Respondent delivered a copy of this Order, that Respondent must obtain, within 30 days, a signed and dated acknowledgment of receipt of this Order.

IX.
Compliance Reports and Notices

IT IS FURTHER ORDERED that Respondents make timely submissions to the Commission:

- A. One year after the issuance date of this Order, each Respondent must submit a compliance report, sworn under penalty of perjury, in which:
 - 1. Each Respondent must: (a) identify the primary physical, postal, and email address and telephone number, as designated points of contact, which representatives of the Commission, may use to communicate with Respondent; (b) identify all of that Respondent's businesses by all of their names, telephone numbers, and physical, postal, email, and Internet addresses; (c) describe the activities of each business, including the goods and services offered, the means of advertising, marketing, and sales, and the involvement of any other Respondent (which Individual Respondent must describe if he knows or should know due to his own involvement); (d) describe in detail whether and how that Respondent is in compliance with each Provision of this Order, including a discussion of all of the changes the Respondent made to comply with the Order; and (e) provide a copy of each Acknowledgment of the Order obtained pursuant to this Order,

unless previously submitted to the Commission.

2. Additionally, Individual Respondent must: (a) identify all his telephone numbers and all his physical, postal, email and Internet addresses, including all residences; (b) identify all his business activities, including any business for which such Respondent performs services whether as an employee or otherwise and any entity in which such Respondent has any ownership interest; and (c) describe in detail such Respondent's involvement in each such business activity, including title, role, responsibilities, participation, authority, control, and any ownership.
- B. Each Respondent must submit a compliance notice, sworn under penalty of perjury, within 14 days of any change in the following:
1. Each Respondent must submit notice of any change in: (a) any designated point of contact; or (b) the structure of any Corporate Respondent or any entity that Respondent has any ownership interest in or controls directly or indirectly that may affect compliance obligations arising under this Order, including: creation, merger, sale, or dissolution of the entity or any subsidiary, parent, or affiliate that engages in any acts or practices subject to this Order.
 2. Additionally, each Individual Respondent must submit notice of any change in: (a) name, including alias or fictitious name, or residence address; or (b) title or role in any business activity, including (i) any business for which such Respondent performs services whether as an employee or otherwise and (ii) any entity in which such Respondent has any ownership interest and over which Respondents have direct or indirect control. For each such business activity, also identify its name, physical address, and any Internet address.
- C. Each Respondent must submit notice of the filing of any bankruptcy petition, insolvency proceeding, or similar proceeding by or against such Respondent within 14 days of its filing.
- D. Any submission to the Commission required by this Order to be sworn under penalty of perjury must be true and accurate and comply with 28 U.S.C. § 1746, such as by concluding: "I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on: _____" and supplying the date, signatory's full name, title (if applicable), and signature.
- E. Unless otherwise directed by a Commission representative in writing, all submissions to the Commission pursuant to this Order must be emailed to DEbrief@ftc.gov or sent by overnight courier (not the U.S. Postal Service) to: Associate Director for Enforcement, Bureau of Consumer Protection, Federal Trade Commission, 600 Pennsylvania Avenue NW, Washington, DC 20580. The subject line must begin: In re Lions Not Sheep Apparel, LLC, 222302.

X.
Recordkeeping

IT IS FURTHER ORDERED that Respondents must create certain records for 20 years after the issuance date of the Order, and retain each such record for 5 years. Specifically, each Corporate Respondent and Individual Respondent for any business that such Respondent, individually or collectively with any other Respondents, is a majority owner or controls directly or indirectly, must create and retain the following records:

- A. Accounting records showing the revenues from all goods or services sold, the costs incurred in generating those revenues, and resulting net profit or loss;
- B. Personnel records showing, for each person providing services in relation to any aspect of the Order, whether as an employee or otherwise, that person's: name; addresses; telephone numbers; job title or position; dates of service; and (if applicable) the reason for termination;
- C. Records of all consumer complaints and refund requests concerning the subject matter of this Order, whether received directly or indirectly, such as through a third party, and any response;
- D. All records necessary to demonstrate full compliance with each provision of this Order, including all submissions to the Commission;
- E. A copy of each unique advertisement, label, or other marketing material making a representation subject to this Order; and
- F. For 5 years from the date of the last dissemination of any representation covered by this Order, all materials that were relied upon in making the representation.

XI.
Compliance Monitoring

IT IS FURTHER ORDERED that, for the purpose of monitoring Respondents' compliance with this Order:

- A. Within 10 days of receipt of a written request from a representative of the Commission, each Respondent must: submit additional compliance reports or other requested information, which must be sworn under penalty of perjury, and produce records for inspection and copying.
- B. For matters concerning this Order, representatives of the Commission are authorized to communicate directly with each Respondent. Respondents must permit representatives of the Commission to interview anyone affiliated with any Respondent who has agreed to such an interview. The interviewee may have counsel present.

- C. The Commission may use all other lawful means, including posing through its representatives as consumers, suppliers, or other individuals or entities, to Respondents or any individual or entity affiliated with Respondents, without the necessity of identification or prior notice. Nothing in this Order limits the Commission's lawful use of compulsory process, pursuant to Sections 9 and 20 of the FTC Act, 15 U.S.C. §§ 49, 57b-1.

XII. Order Effective Dates

IT IS FURTHER ORDERED that this Order is final and effective upon the date of its publication on the Commission's website (ftc.gov) as a final order. This Order will terminate 20 years from the date of its issuance (which date may be stated at the end of this Order, near the Commission's seal), or 20 years from the most recent date that the United States or the Commission files a complaint (with or without an accompanying settlement) in federal court alleging any violation of this Order, whichever comes later; *provided, however*, that the filing of such a complaint will not affect the duration of:

- A. Any Provision in this Order that terminates in less than 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 Provision.

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 Provision 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.

By the Commission.

[April Tabor]
Secretary

SEAL:
ISSUED:

ATTACHMENT A: NOTICE TO CUSTOMERS

The notification email or letter must be in the following form, from an authorized Lions Not Sheep Apparel, LLC address or email address, appearing on Lions Not Sheep Apparel, LLC's letterhead if in letter form, and containing Sean Whalen's signature line with full contact information for Lions Not Sheep Apparel, LLC:

Subject: Settlement of FTC deceptive advertising case

Dear <Name of customer>:

Our records show that you bought Lions Not Sheep-branded clothing, hats, or accessories that we labeled or advertised as "Made in USA." We're writing to tell you that the Federal Trade Commission, the nation's consumer protection agency, has sued us for making false claims.

To settle the FTC's lawsuit, we're contacting you to tell you that the product you bought was not all or virtually all "Made in USA." In fact, although we screen or embroider products in the USA, many of the items we sell are imported.

If you have questions about this lawsuit, visit [\[get short URL\]](#). For more information about "Made in USA" advertising, visit [\[get short URL\]](#).

Sincerely,

[Sean Whalen]
[Lions Not Sheep Apparel, LLC]

Analysis of Proposed Consent Order to Aid Public Comment
In the Matter of Lions Not Sheep Apparel, LLC; Lions Not Sheep Products, LLC; Lions Not Sheep Ventures, LLC; Lions Not Sheep LLC; and Sean Whalen, individually and as an officer of Lions Not Sheep Apparel, LLC; Lions Not Sheep Products, LLC; Lions Not Sheep Ventures, LLC; and Lions Not Sheep LLC
File No. 2223023

The Federal Trade Commission (“FTC” or “Commission”) has accepted, subject to final approval, an agreement containing a consent order from Lions Not Sheep Apparel, LLC; Lions Not Sheep Products, LLC; Lions Not Sheep Ventures, LLC; Lions Not Sheep LLC; and Sean Whalen (“Respondents”).

The proposed consent order has been placed on the public record for thirty (30) days for receipt of comments by interested persons. Comments received during this period will become part of the public record. After thirty (30) days, the Commission will again review the agreement and the comments received and decide whether it should withdraw from the agreement or make final the agreement’s proposed order.

This matter involves Respondents’ advertising of hats, accessories, and apparel as “Made in USA.” According to the FTC’s complaint, Respondents represented that hats and non-apparel accessories were all or virtually all made in the United States. However, the complaint alleges that, in numerous instances, those hats and non-apparel accessories are wholly imported or contain significant imported content. Based on the foregoing, the complaint alleges Respondents engaged in deceptive acts or practices in violation of Section 5(a) of the FTC Act.

The complaint further alleges Respondents violated the Textile Fiber Products Identification Act by (1) advertising articles of wearing apparel as of U.S. origin despite the fact they are wholly imported or incorporate significant imported materials, and (2) removing tags containing information required pursuant to the Textile Fiber Products Identification Act and replacing those tags with false country-of-origin designations.

The proposed consent order contains provisions designed to prevent Respondents from engaging in similar acts and practices in the future. Consistent with the FTC’s Made in USA Labeling Rule, 16 C.F.R. Part 323, and Enforcement Policy Statement on U.S.-Origin Claims, Part I prohibits Respondents from making U.S.-origin claims for their products unless: (1) the final assembly or processing of the product occurs in the United States, all significant processing that goes into the product occurs in the United States, and all or virtually all ingredients or components of the product are made and sourced in the United States; (2) a clear and conspicuous qualification appears immediately adjacent to the representation that accurately conveys the extent to which the product contains foreign parts, ingredients or components, and/or processing; or (3) for a claim that a product is assembled in the United States, the product is last substantially transformed in the United States, the product’s principal assembly takes place in the United States, and United States assembly operations are substantial.

Part II prohibits Respondents from making any representation about a product or service, including any representation regarding country of origin, unless the representation is not misleading and Respondents have a reasonable basis substantiating it.

Part III requires Respondents to make certain disclosures about the country of origin of any product subject to the Textile Fiber Products Identification Act.

Parts IV through VI are monetary provisions. Part IV imposes a judgment of \$211,335. Part V includes additional monetary provisions relating to collections. Part VI requires Respondents to provide sufficient customer information to enable the Commission to administer consumer redress, if appropriate.

Part VII is a notice provision requiring Respondents to identify and notify certain consumers of the FTC's action within 30 days after the issuance of the order, or within 30 days of the consumer's identification, if identified later. Respondents are also required to submit reports regarding their notification program

Parts VIII through XI are reporting and compliance provisions. Part VIII requires Respondents to acknowledge receipt of the order, to provide a copy of the order to certain current and future principals, officers, directors, and employees, and to obtain an acknowledgement from each such person that they have received a copy of the order. Part IX requires Respondents to file a compliance report within one year after the order becomes final and to notify the Commission within 14 days of certain changes that would affect compliance with the order. Part X requires Respondents to maintain certain records, including records necessary to demonstrate compliance with the order. Part XI requires Respondents to submit additional compliance reports when requested by the Commission and to permit the Commission or its representatives to interview Respondents' personnel.

Finally, Part XII is a "sunset" provision, terminating the order after twenty (20) years, with certain exceptions.

The purpose of this analysis is to aid public comment on the proposed order. It is not intended to constitute an official interpretation of the proposed order or to modify its terms in any way.