

## Consumer Products

Brownstein's Consumer Products Team is a trusted partner in helping you BUILD AND PROTECT your brand. Our team provides practical, strategic and industry-specific expertise to advise on not only your day-to-day operations, but also extraordinary transactions and disputes. We can assist you with outside in-house counsel, human resources and employment, business and commercial advice, intellectual property and dispute resolution.

### Your Brand

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### Representative Clients

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#### Representative Clients


### Representative Matters

- Counsel to Van Law Food Products, a portfolio company of Encore Consumer Products, in its sale to Stir Foods, a portfolio company of Wind Point Partners.
- Counsel to Encore Consumer Capital in its investment in 4505 Meats Inc., a chef-driven brand of premium meat snacks, selling antibiotic-free pork rinds and cracklings.
- Counsel to Encore Consumer Capital in its investment in Tourtellot & Co., a specialty distributor of high-quality fresh produce to grocery chains and independent retailers across the Northeastern United States.
- Counsel to Canyon Bakehouse in its \$205M sale to Flower Foods, one of the largest producers of packaged bakery foods in the country. We advised on the mergers and acquisitions, employee benefits and executive compensation, labor law, intellectual property and real estate aspects of the transaction. The firm's role in the deal highlights our multidisciplinary expertise and our footprint in the natural foods industry.

- Represented ART Capital LLC in its acquisition of Pebble Technology, Incorporated, a manufacturer and supplier of pool finishes, pool enhancements and other outdoor environment products.
- Represented WellBiz Brands, one of KSL's portfolio companies, in the acquisition of substantially all of the assets of the Amazing Lash Studio group of companies, the franchisor for Amazing Lash Studios. In addition, the acquisition included the separate purchase of seven Amazing Lash studios (franchisees).
- Represented Tuff Shed, Inc. in the sale of certain assets to Backyard Products, LLC.
- Represented Tuff Shed, Inc. in the acquisition of certain assets of Home Brands, LLC.
- Advised a high-end regional retailer in a matter with the Colorado Attorney General's Uniform Consumer Credit Code Administrator in an investigation regarding its "house account" loans. Brownstein attorneys advocated to the state that the client's loans were only incidental to its retail trade, therefore it was not under the UCCC Administrator's authority. In addition, the Brownstein team revised loan agreements and disclosures to ensure that its client employs lending best practices.
- Represented ART Capital LLC in its acquisition and financing of Outdoor Dimensions, LLC, a full-service provider of signage and outdoor marketing solutions based in Southern California.
- Representing multinational, privately held company in business disputes with former distributors.
- Represented ART Capital LLC in its acquisition and financing of Andersen Commercial Plumbing, LLC, a commercial plumbing business in Southern California.
- Launched Restore, a fintech startup that helps consumers with defaulted debt pay off old accounts through loyalty shopping rewards. Our team guided the founders through the maze of FDCPA, FRCA, GLBA and state law requirements to build the operations functions and compliance program, and we continue to support Restore in its efforts to help millions of American consumers repay old debts through its innovative loyalty rewards program.
- Advise the Habematolel Pomo of Upper Lake Tribal Consumer Financial Services Commission in the enforcement and supervision of its Tribal Financial Services Ordinance. The Habematolel Pomo of Upper Lake is a federally-recognized American Indian Tribe. Under its sovereign authority, it created a commission to regulate the various financial services businesses that are owned and operated by tribally-owned entities. In her role as a regulator's legal advisor, Sarah reviews licensees for compliance with applicable federal consumer financial protection laws and laws governing financial institutions.
- In less than 90 days, Brownstein attorneys helped Habitat for Humanity of Metro Denver start-up and license a stand-alone mortgage lending and servicing affiliate. Support for this project included entity creation, transfer of mortgage assets between affiliates, and the creation and implementation of policies, procedures, and disclosures necessary for state and federal consumer financial protection compliance.
- Represented VetScience LLC and its Fruitables brand of natural dog treats and food supplements in its sale to Manna Pro Products, LLC.
- Represented Confident Financial Solutions, a financial technology company providing point-of-sale automotive repair financing solutions to consumers, in its partnership with WebBank, a leader in alternative payment products including private-label installment and revolving credit.
- Represented Encore Consumer Capital in its investment in Tender Belly, a Denver, Colorado, based premium bacon and pork products company.
- Advise CoinLion in its compliance, licensing, and consumer-facing materials. Coinlion is a trading and portfolio management platform that allows users to easily and efficiently manage and trade cryptocurrency. There are over 1,500 different cryptocurrencies with more emerging every day. Coinlion is the world's first cryptocurrency trading platform with built-in portfolio management, social integration, and token incentivization.
- Represented California Splendor and its largest stockholder, Encore Consumer Capital, in the sale of California Splendor to Main Street Capital Corporation (NYSE: MAIN). Based in San Diego, California,

Splendor is a leading provider of frozen natural fruit ingredients.

- Represented Encore Consumer Capital, a San Francisco-based private equity firm focused on the consumer products industry, in its investment in Supergoop!, the only prestige beauty brand 100% dedicated to UV protection.
- Counsel to a national health foods manufacturer in ongoing TTAB proceedings concerning the company's primary mark.
- Represents a cosmetics and skincare company in multiple TTAB oppositions and cancellations, as well as a trademark infringement action in the Central District of California.
- Successfully represented as amici the lending regulatory commission of an American Indian Tribe, the Habematolel Pomo of Upper Lake, in a lawsuit filed by the Consumer Financial Protection Bureau, alleging that lenders regulated by the commission violated federal unfair, deceptive, and abusive acts and practices (UDAAP) prohibitions because the tribally-owned and regulated lenders did not comply with some states' lending laws. The lenders filed a motion to dismiss. Instead of responding to the arguments raised by the lenders, the Commission, and others, the Bureau filed a notice of voluntary dismissal.
- Represented Caliendo-Savio-Enterprises, Inc. in its sale to HALO Branded Solutions, Inc. a portfolio company of Audax Private Equity.
- Represented Next World Evergreen Fund, a San Francisco-based fund, in its acquisition of Alter Eco, a producer of responsibly sourced chocolate bars, truffles, coconut clusters and other food products.
- Represented the stockholders of Sweet Earth Inc., a California-based manufacturer of plant-based protein food products, in the sale of all of the issued and outstanding equity interests and owned real property to Nestlé USA, Inc.
- Brownstein represented Encore Consumer Capital, a private equity firm that invests exclusively in leading consumer products companies, in the sale of its portfolio company MyChelle Natural Skin Care, LLC., a leading marketer of natural skin care products, to French Transit, LLC, marketer and distributor of Crystal natural deodorant brand.
- Brownstein represented Greenline Ventures in a term loan to Discover Books, an online retailer of used and recycled books.
- Represented Lion Equity Partners in its acquisition of the Vivabox USA division, a specialty curator of retail product samplers, from Sodexo Group.
- Brownstein represented Greenline Ventures in providing acquisition financing to GB MFG LLC in connection with its acquisition of Grand Basket Co., Inc.
- Represented Volio Vino, a Colorado wine distributor, in its sale to Baroness Small Estates, an affiliate of Kahn Ventures and Berkshire Hathaway.
- Represented Encore Consumer Capital in its investment in Veggie Noodle Co., an Austin, Texas-based food brand with distribution in more than 1,800 stores in around 40 states, including major retailers like Whole Foods, Kroger and Target.
- Represented the owners of Thanasi Foods, marketer of the Duke's® and BIGS® snack brands, to Conagra Brands, one of North America's leading branded food companies.
- Represented Mountain High Tree Service, Inc. in the sale of substantially all of its assets to Nature's Trees, Inc.
- Nevada corporate counsel to Dole Food Company in various financing matters, including a \$840M term loan credit facility, a \$175M revolving credit facility and a \$350M senior secured notes offering.
- Represented Mercent Capital Group in its acquisition of Wine Legacy, an online and retail wine distributor in New York.
- Defended and successfully resolved product liability litigation on behalf of agriculture product manufacturer.
- Represented Prairie Dog Pet Products, LLC in the closing of its credit facility with Presidential Financial

Corporation.

- Developed and conducted a consumer protection audit for public hospitality company in the time-share market. The audit entailed reviewing every consumer-facing aspect of the company's business including its compliance with state and federal consumer protection laws. Following the audit, conducted multiple training sessions for all of the company's consumer-facing employees and management.
- Designed and conducted due diligence on behalf of venture capital fund that specializes in the educational fin tech space. Also advised client on compliance with state and federal consumer protection laws and regulations.
- Successfully moved to dismiss Colorado Consumer Protection Act (CCPA) case brought by a competitor in Colorado against two Florida companies in the automobile ancillary insurance industry and their officers and directors. The court ruled that the plaintiff failed to plead the requisite elements of a CCPA claim and failed to establish personal jurisdictions over the individual officers and directors. Notably, the court rejected plaintiff's argument that the harm element was satisfied by merely pleading that the plaintiff was a competitor and therefore suffered injury.
- Represented Mi Pueblo, a portfolio company of Victory Park Capital, in its sale to an affiliate of Kohlberg Kravis Roberts & Co. L.P. Mi Pueblo is Northern California's leading Hispanic grocery retailer. In connection with this transaction, KKR also acquired Cardenas Markets, a Southern California Hispanic grocery retailer.
- Developed and conducted a consumer protection audit for a for-profit education company specializing in technology and coding bootcamps. The audit entailed reviewing every consumer-facing aspect of the company's business including its compliance with state and federal consumer protection laws. Following the audit, conducted multiple training sessions for all of the company's consumer-facing employees and management.
- Successfully represented natural food company in threatened class action matter involving claims of a "slack-fill" violation in a pre-litigation dispute alleging that more than 10 of the company's products had more than double the amount permitted of un-useable space.
- Ongoing representation of various financial services companies in investigations and litigation by state Attorneys General under the Uniform Consumer Credit Code and consumer protection laws.
- Successfully represented an industry leading company and its commerce chain in state wide class action alleging violation of Prop. 65.
- Obtained summary judgment in favor of defendant loan servicer on all claims in action brought by borrower for alleged violations of the Telephone Consumer Protection Act and the Fair Debt Collection Practices Act in connection with serving of loans.
- Counsel to Gaia in the \$145.7M sale of its branded fitness equipment and apparel business to Sequential Brands and Fit for Life.
- Represented international electronics company in assessing exposure for violations of Prop. 65.
- Represented Mesa Foods and its largest owner, Encore Consumer Capital, in the sale of Mesa Foods, a leading producer of high quality tortillas, flatbreads and taco shells, to Teasdale Foods, a leading provider of private label and branded beans, hominy, peppers, sauces, corn products and seasoning products.
- Represented Thundershirt, LLC in a term loan and revolving credit facility from Comerica Bank. Thundershirt is a leading provider of calming products for household pets and a portfolio company of Encore Consumer Capital
- Represented Stryker Sonoma Winery, LLC and Stryker Sonoma Vineyards, LLC, producers of high quality wine varietals in the Alexander Valley, in the sale of substantially all of their assets to Foley Family Wines, Inc., an emerging wine company with a focus towards collecting artisan and premium wineries, brands and vineyards.
- Represented cosmetic company in successful pre-litigation settlement of threatened nationwide class action

regarding misleading branding of products.

- Represented Breckenridge Holding Company and Breckridge-Wynkoop in the sale of Breckenridge Brewery to Anheuser-Busch. Breckenridge joined The High End, AB InBev's stable of craft-beer brands acquired in recent years, including Goose Island Beer Co., Blue Point Beer Co. and Elysian Brewing Co. Breckenridge sells its beers in 35 states and produced approximately 70,000 barrels of beer in 2015.
- Defended company in "Made in the USA" class action litigation.
- Currently Lead Counsel for a nationally recognized consumer brand in contentious opposition and cancellation proceedings at the TTAB against the world's largest snack food provider. Proceedings are reaching expert survey and summary judgment stage.
- Represented Encore Consumer Capital, a San Francisco-based private equity investment firm focused on the consumer products industry, in its acquisition of LORAC cosmetics. LORAC is a developer and marketer of branded, prestige color cosmetics that are distributed through specialty beauty retailers, department stores and online.
- Represented Encore Consumer Capital, LP in the sale of its portfolio company, FreshKO Produce Services, Inc., a distributor of high-quality fresh produce throughout central and northern California, to C&S Wholesale Grocers, Inc., the largest wholesale grocery supply company in the United States.
- Responsible for the management of the intellectual property portfolio for a Denver-based provider of digital signage and other visual software solutions with sales exceeding \$75 million.
- Represented a client in matters concerning alleged violations of consumer protection and fair debt collection laws, in addition to private contract and tort claims.
- Represented manufacturers, importers and retailers including the world's largest corporations and stakeholders of the U.S. Consumer Product Safety Commission.
- Represented Corr-Jensen Inc. in its acquisition of the ANS brand and its related products from Advanced Nutrition Systems, LLC.
- Successfully resolved a class action lawsuit for defendant in which the alleged violations included violations of the California Unfair Competition Law and the Consumer Legal Remedies Act for alleged false and deceptive advertising related to the printed and online advertising of a particular personal care product.
- Successfully resolved on an individual basis, a threatened class action against cosmetic company involving alleged false marketing materials, violations of FTC standards, representations required FDA approval and violation of the Consumer Legal Remedies Act.
- Responsible for the management of the intellectual property portfolio for a \$100 million nutraceutical company specializing in supplements for the exercise and health industries.
- Represented Encore Consumer Capital in its acquisition of Fantasy Cookie Corporation, a leading private label and contract manufacturer of premium, innovative cookie products.
- Represented California Splendor, Inc. in its acquisition of Santiam River, Inc., a leader in the Northwest Blackberry industry.
- Represented Encore Consumer Capital in its investment in Navitas Naturals, a pioneer of sustainably sourced, organic superfoods.
- Employee Benefits counsel to Encore Consumer Capital in its acquisition of Full Sail Brewing Company, a craft brewery located in Oregon.
- Represented a law firm in defense of a federal class action alleging claims under the federal Fair Debt Collection Practices Act.
- Successfully and efficiently resolved a class action case lawsuit alleging violations of the Telephone Consumer Protection Act.
- Successfully represented international company in Prop. 65 class action involving multiple beauty industry related products.

- Obtained favorable settlements on behalf of exercise equipment manufacturer in product liability cases in Las Vegas.
- Represent national loan servicing company in multiple loan related matters including FDCPA, FCRA, and other potential nationwide class actions.
- Represents Nestle Waters North America on water and land use matters involving their Chaffee County bottling plant.
- Represented client in putative class action lawsuit regarding disputed foreclosure practices and alleged violations of the Colorado Consumer Protection Act, the Fair Debt Collection Practices Act, and the Colorado Antitrust Act.
- Successfully resolved a class action lawsuit for defendant in which the alleged violations included violations of the California Unfair Competition Law and the Consumer Legal Remedies Act for alleged false and deceptive advertising related to the printed and online advertising of a particular personal care product.
- Defended international beauty product company in state wide class action matter involving allegations that marketing representations required FDA approval and violated the Consumer Legal Remedies Act.
- Defended national company in multiple TCPA class actions, including obtaining dismissal pre-litigation based upon affirmative showing of compliance.
- Represented Encore Consumer Capital in its majority investment in Seattle-based indie brand, butter LONDON.
- Represent Brownie Brittle, LLC, a snack foods company, in connection with its brand management and enforcement efforts, including social media enforcement.
- Represented client in litigation in disputed foreclosure action, asserting claims of breach of contract, violations of the Colorado Consumer Protection Act, the Fair Debt Collection Practices Act, intentional infliction of emotional distress, and civil conspiracy.
- Represented RGS Energy, a nationwide leader of turnkey solar energy solutions for residential, commercial, and utility customers, in its acquisition of Elemental Energy, LLC, a full-service solar energy firm operating under the Sunetric brand, based in Oahu, Hawaii.
- Represented cosmetics and skin care brand Tarte, Inc., a portfolio company of Encore Consumer Capital, in its sale to Japan's KOSÉ Corporation, a Tokyo-based global cosmetics business.
- Spearheaded legislation on behalf of the American Resort Development Association to expose and prevent fraudulent practices in the timeshare resale market. Worked with key industry stakeholders, legislators, the Governor's office, the Division of Real Estate, and the Consumer Protection Division of the Attorney General's Office to pass sweeping reforms for the fractional ownership industry.
- Counsel to RGS Energy in its acquisition of Mercury Energy, an east coast solar integrator. RGS Energy acquired Mercury Energy through a stock for stock merger pursuant to which Mercury shareholders were issued registered shares of RGS Energy Class A stock registered on a form S-4 Registration Statement. The transaction required shareholder approval of both RGS Energy and Mercury Energy shareholders.
- Represented Encore Consumer Capital and other owners in the sale of Zuke's LLC to Nestlé Purina PetCare Company.
- Successfully lobbied the NY Governor's Office and state legislature to defeat a proposed budget measure that called for the revocation of a foreign tax credit treaty exemption. The measure would have raised billions by imposing a double tax on global companies paying taxation abroad with countries under an existing treaty.
- Counsel to Gaiam TV Canada, a wholly-owned subsidiary of Gaiam, in its acquisition of My Yoga Online ULC, a provider of streaming digital yoga media, from Fresh Eye Productions.
- Counsel to Gaiam in a carve out sale transaction in which it sold its non-Gaiam branded entertainment media distribution business to Cinedigm for \$51.5M.

- Represented Encore Consumer Capital, a private equity firm built to help consumer products companies grow, in its acquisition of Mesa Foods, a producer, manufacturer and distributor of corn and flour products for restaurants, grocery stores, national accounts, food service and private labels. Mesa Foods is headquartered in Louisville, KY.
- Served as Nevada counsel to borrower in connection with the financing of real property and issued a legal opinion.
- Represented Kwik Tek, Inc., a leading designer and distributor of branded marine sporting goods and accessories, in its recently announced recapitalization by Guardian Capital Partners. Kwik Tek is the market leader in towables and inflatables. Its product line also includes wakeboards, water skis, kneeboards, life jackets, waterproof cases, protective fenders, and tow ropes. The company's products are marketed through marine distributors, mass retailers, and sporting goods and outdoor chains, under the brands Airhead and Sportsstuff.
- Defended significant enforcement matter for a Santa Barbara vineyard.
- Represented subsidiaries of Gaiam, Inc., as borrowers under a \$35 million syndicated revolving credit facility made by PNC Bank as administrative agent.
- Represented Glenbrook Consumer Partners, a San Francisco-based investment firm that finances innovative, high-growth consumer brands, in its acquisition of Boa Technology, Inc., the Colorado-based creator of Boa closure systems used in performance footwear, action, sports, outdoor and medical products worldwide.
- Water rights counsel to a prospective buyer for the acquisition of a Napa County vineyard.
- Assisted AutoZone, Inc. as special Nevada counsel in connection with the registration and issuance of \$500,000,000 aggregate principal amount of 3.700% Notes due 2022.
- Defended a closely held company in a dispute with a former business partner over the sales of hundreds of assets worth in excess of \$200 million, prevailing on a critical issue on summary judgment thereby reducing the claims to a fraction of their initial value.
- Counsel to Gaiam Americas in its \$13.4M acquisition of VE Newco, a subsidiary of Universal Music Group Distribution Corp.
- Represented Encore Consumer Capital, an innovative private equity firm investing exclusively in leading consumer products companies, in its acquisition of California Splendor.
- Successfully and efficiently represented international personal care product company in a California Proposition 65 class action lawsuit alleging that upon application, the particular cosmetic product released a previously bound chemical, which required a Proposition 65 warning.
- Represented assembly company in product liability, unfair business practices, negligence, breach of warranty, equitable estoppel and waiver case involving the assembly of bicycles in big box stores.
- Represented Four S Holdings LLC, a portfolio company of The Decatur Group and the largest franchisee of Sola Salons, in its recapitalization in partnership with John Chidsey, former Chairman and CEO of Burger King Corporation.
- Negotiated the lease for space in a high-end Las Vegas shopping center on behalf of a prominent European fashion retailer.
- Served as Nevada counsel to FriendFinder Networks Inc., a Nevada corporation, in connection with its initial public offering. Brownstein assisted this Internet-based social networking and technology company in its IPO of five million shares of common stock with an aggregate initial public offering price of \$50 million.
- Served as Nevada corporate counsel and issued a legal opinion in connection with a \$750M revolving credit facility of Herbalife International and certain of its domestic and international affiliates, as borrowers and guarantors.
- Successfully defended a nutritional supplement company and its officers in Colorado and New York Attorney

- General's Consumer Protection and Deceptive Trade Practices investigations and related civil litigation.
- Secured an exclusion from the newly created Durbin interchange provision for general use prepaid cards in the 2010 Dodd-Frank Wall Street Reform and Consumer Protection Bill.
  - Lobbied Congress to include and reauthorize a "pro-investment provision" that allows businesses to deduct 100% of their equipment expenses to help stimulate the economy and job growth in 2008 and 2010.
  - Brownstein, along with a coalition of businesses, successfully convinced Congress to pass legislation granting a five-year carry back for net operating losses. This provision helped Fortune 50 companies to redirect billions of dollars for investment and job creation.
  - Acted as special Nevada counsel to AutoZone, Inc. in its \$500 million offering of senior notes due 2020.
  - Counsel to a national liquor distribution company in its sale of membership units.
  - Local counsel in the refinancing of Reddy Ice Group's existing credit facility, a new revolving loan and a deed of trust amendment.
  - Protected Bottling Plant from interference by City Council resulting from pressure by non-profit groups adverse to bottled water industry.
  - Acted as local Nevada counsel in connection with offering by Reddy Ice Corporation of first lien senior secured notes and an exchange offer of second lien senior secured notes for senior discount notes of Reddy Ice Holdings, Inc.
  - Represented Qwest (now CenturyLink) in lawsuits against multiple Competitive Local Exchange Carriers regarding switched access services.
  - Defended a Fortune 500 public company in a Securities and Exchange Commission investigation relating to the merger between two major breweries.
  - Successfully worked with the tobacco industry to equalize federal excise tax rates across similar products. This provision helped finance the State Children's Health Insurance Program (SCHIP).
  - Represented a national retail chain of home improvement and construction products on environmental and land development issues throughout the western United States. Involved in the development and permitting of new stores in Nevada, Utah, Idaho and Colorado. Representation included the development of large "brownfield" properties.
  - Represented the asset purchaser of a bankrupt consumer product manufacturing company. Brownstein provided guidance through the bankruptcy process.
  - Represented AutoZone as local Nevada counsel in connection with its issuance and sale of \$500 million aggregate principal amount of senior notes due in 2020, and issued opinions to the underwriters.
  - Represented Fletcher Jones Toyota in the resolution of more than 40 subcontractor lien claims in favor of the Toyota dealership expansion.
  - Defended CEQA challenge to Spring Water agreement in trial and appellate courts. Provided NEPA, CEQA and land use compliance advice for project development including construction of bottling facility and construction of pipelines in federal forest land.
  - Counsel the owner of Foley Estate Vineyard and his entities in performing acquisition due diligence, and in operational land use, water rights and entitlement issues.
  - Represented Qwest Communications in a nationwide consumer fraud class action in Madison County, Illinois, involving the Universal Services Fund (USF).
  - Managing a client's sensitive settlement discussions with the enforcement bureau of the FCC to minimize the fine ultimately levied by the Commission.
  - Represented Gaiam, Inc. in the acquisition of fitness and children's media titles, inventory and contract rights under artist licensing agreements from Inspired Studios, Inc., Inspired Distribution, LLC and Inspired Productions, LLC.
  - Represented a retail client in its \$24 million asset sale to Alpine Investors III, LP.



- Brownstein served as lead counsel for Qwest Communications in Bell Atlantic v. Twombly, a consumer class action antitrust case.
- Successfully defended and resolved a products liability and wrongful death claim involving a minor.
- Created all employment policies for New York headquartered, but national footprint company.
- Successfully represented international company in Proposition 65 class action.

## Meet The Team

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