

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IMPOSSIBLE FOODS INC.,
Plaintiff,

v.

MOTIF FOODWORKS, INC.,
Defendant.

C.A. No. 22-311 (WCB)

REDACTED - PUBLIC VERSION
Original Filing Date: May 16, 2023
Redacted Filing Date: May 23, 2023

DECLARATION OF JOANNE KENNEDY

I, Joanne Kennedy, hereby declare:

1. I am the Director of Business Development at Motif FoodWorks, Inc. I have been in this role since August 2022. My job responsibilities include spearheading Motif’s foodservice industry initiatives and coordinating volume sales for Motif food products to restaurants and food distributors.

2. I report to Nilofer Ahmed, Motif’s Vice President of Sales, who reports to Michael Leonard, the Chief Executive Officer of Motif.

3. I began my employment with Motif in November 2021 when I was hired as a Senior Manager of Business Development. At that time, I was involved in Motif’s consumer packaged goods (“CPG”) segment, where my general responsibilities involved seeking new business with CPG companies—specifically manufacturers who would buy Motif’s proprietary products—and pursuing leads obtained at trade shows.

4. In connection with Motif’s recent discovery that private investigators have been approaching the company with false names and/or company backgrounds, I was asked to identify any prior sales and marketing related circumstances that may have involved private investigators.

2021 – Plant Based World Expo

5. During our attendance of the 2021 Plant Based World Expo, I am aware that Ms. Ahmed interacted with an individual going by the name of Bill Weller at Motif’s booth at the Expo. I understand Ms. Ahmed passed Mr. Weller to Joe Brozek, Motif’s Senior Manager, shortly after their interaction. While I was not involved in this interaction, it is my understanding from Motif’s consumer relationship management platform that Mr. Weller represented himself as affiliated with Centerport Yacht Club in 2021.

Subsequent Emails and December 2022 Zoom Meeting

6. On November 15, 2022, Ms. Ahmed copied me on an email reply to a person going by the name Sarah Jamil. It was my understanding that Ms. Jamil represented a company called “Food4Thought” and was interested in discussing Motif’s product distribution for inclusion in a meal kit product that she claimed “Food4Thought” was planning to market. This email is attached as Exhibit A.

7. After receiving the email, I set up an introductory Zoom meeting with Ms. Jamil. The email chain between Ms. Jamil and I setting up the Zoom meeting is included in Exhibit A. The email where Ms. Jamil asked for Mr. Weller to be added to the meeting invite is included in Exhibit A. This meeting took place on December 6, 2022.

8. On the Zoom meeting, individuals claiming to be Food4Thought representatives did not appear by video. While conducting Zoom meetings by audio only is not necessarily unusual, the interactions struck me as odd for at least two reasons.

9. First, I saw two names—Sarah Nasir and Bill Weller.

10. When the meeting first began, the last name of one of the participants—Sarah “Nasir”—did not match the name of the individual I had been interacting with—Sarah “Jamil.”

Sometime after the call began, the Zoom interface showed that name “Sarah Nasir” had changed to “Sarah Jamil.” I considered this to be unusual.

11. Second, Mr. Weller informed me that he was in the room with a person named “Eric.” As Mr. Weller did not join the Zoom meeting by video, I could not see Eric, but I heard a second male voice from Mr. Weller’s Zoom square say “Hello.” Mr. Weller told me that Eric was an advisor and friend of his as well as an attorney who was helping Mr. Weller and Ms. Jamil/Nasir with a business plan.

12. I do not know if Ms. Jamil/Nasir or Mr. Weller recorded our conversation.

13. Ms. Jamil/Nasir and Mr. Weller stated that they were entrepreneurs who were launching a box meal kit for vegans similar to the popular company Blue Apron. Mr. Weller further stated that “Food4Thought” started following Motif after the 2021 Plant Based World Expo. He also stated that “Food4Thought” was interested in including Motif’s meat-alternative products in their meal kits.

14. Mr. Weller stated that even though his experience was in the investment and retail space, he had previously done business with Whitson’s Culinary Group on Long Island, which typically caters to nursing homes. He also mentioned his involvement with Rustic Root, a legitimate restaurant in New York. I believe Mr. Weller was posing as a legitimate potential customer of Motif’s products in an attempt to encourage me to provide him with information about and samples of Motif’s products.

15. Mr. Weller and Ms. Jamil/Nasir stated that their inspiration for “Food4Thought” began when either Mr. Weller or Ms. Jamil/Nasir’s friends and family ran a food truck business, which inspired them to start an ingredient-and-recipe meal kit company. They further stated that they had conducted a focus group with young mothers in the Long Island area, which inspired

them to create nutritious and easy-to-make vegan meal kits that working mothers could easily utilize, especially in trying times like the pandemic.

16. Ms. Jamil/Nasir and Mr. Weller claimed that their business was based out of the New York City metro area. Ms. Jamil/Nasir and Mr. Weller pointed me to their company website—food4thought.site—and provided me with what were ostensibly company email addresses: sarahjamil@food4thought.site and williamweller@food4thought.site.

17. At the end of the Zoom meeting, Ms. Nasir/Jamil and Mr. Weller requested that raw samples of Motif food products be sent to their New York location, but they did not provide me with a shipping address. I replied by asking for their business plan and further information on “Food4Thought.”

Diligence Following December 2022 Zoom Meeting

18. After the call, I looked up the name “Sarah Nasir” on LinkedIn and located a person with that name who appeared to be the Managing Partner and Co-Founder of a private investigation firm called Integrity One Solutions.

19. I also reviewed the food4thought.site website after the Zoom meeting. The website was very rudimentary. It had very little information and did not identify Ms. Nasir or Mr. Weller. A copy of the homepage is attached as Exhibit B. While I downloaded this copy on May 16, 2023 for the purposes of submitting it with this declaration, it appears to be substantially the same as when I accessed it shortly after the December 6, 2022 Zoom meeting.

Additional Requests for Motif’s Products Following December 2022 Zoom Meeting

20. On December 19, 2022, Ms. Jamil/Nasir sent me a follow-up email stating that she and Mr. Weller would put together the necessary corporate licensing and send it to me. That email is included in Exhibit C.

21. On January 18, 2023, Ms. Jamil/Nasir followed up again, stating that “Food4Thought’s” attorney had put together all of their company’s necessary paperwork. Ms. Jamil/Nasir further stated that “Food4Thought” would like to move forward with enrollment in the sampling program and inquired about next steps. That email is included in Exhibit C.

22. On January 23, 2023, Ms. Jamil/Nasir again followed up, this time stating that there have been “major changes” in their organization and again inquired about obtaining sample products from Motif. That email is included in Exhibit C.

Additional Requests for Motif’s Products Following the Announcement of Motif’s Direct-to-Consumer Sampling Program

23. In April 2023, Motif announced a direct-to-consumer sampling program.

24. On April 14, 2023, Ms. Jamil sent me two emails asking for a sample package of Motif’s meat-alternative hamburger. These emails are attached as Exhibits D and E.

25. On April 14, 2023, Mr. Weller called me and said that he wanted to know about Motif’s direct-to-consumer sampling program. Mr. Weller never provided me an address to send samples. As I was suspicious of Mr. Weller’s intent, I did not make any efforts to send him samples. This was the last time I communicated with either Mr. Weller or Ms. Jamil.

26. On April 17, 2023, Ms. Jamil sent an email to Ms. Ahmed and I asking for a sample package of Motif’s meat-alternative hamburger patty. This email is attached as Exhibit F.

27. Had I known Ms. Jamil/Nasir and Mr. Weller were private investigators [REDACTED], I would not have responded to any of their repeated inquiries, let alone conducted the Zoom meeting or followed up in an attempt to comply with their requests to obtain Motif food products. I believe Ms. Jamil/Nasir and Mr. Weller represented themselves and their

intentions falsely in order to induce me to provide them with information and sample Motif products.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 16th day of May, 2023.


Joanne Kennedy
Motif FoodWorks Inc.
Director of Business Development

CERTIFICATE OF SERVICE

I hereby certify that on May 16, 2023, I caused the foregoing to be electronically filed with the Clerk of the Court using CM/ECF, which will send notification of such filing to all registered participants.

I further certify that I caused copies of the foregoing document to be served on May 16, 2023, upon the following in the manner indicated:

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