

United States Bankruptcy Court				Voluntary Petition	
Delaware					
Name of Debtor (if individual, enter Last, First, Middle): <b>Arbonne International Distribution, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No. Complete EIN (if more than one, state all): 20-5585608			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No. Complete EIN. (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): <b>2711 Centerville Road, Suite 400 Wilmington, Delaware</b> <div style="text-align: right;">ZIP CODE 19808</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>New Castle</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <b>9400 Jeronimo Road Irvine, California</b> <div style="text-align: right;">ZIP CODE 92618</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <b>Toronto and Calgary, Canada</b> <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Retailer of personal care products</b> <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
		<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3 A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ..... Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors*</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input checked="" type="checkbox"/> 5,001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets*</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities*</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

\* Represents consolidated financial information for Natural Products Group, LLC and its affiliated debtors as set forth on Annex "A". This does not constitute a statement or admission as to the assets or liabilities of any of the debtor entities individually.

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Arbonne International Distribution, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Annex "A"</b>		Case Number:	Date Filed:
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ <div style="display: flex; justify-content: space-between;"> <span>Signature of Attorney for Debtors</span> <span>(Date)</span> </div>	
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">           _____            (Name of landlord that obtained judgment)             _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**  
(This page must be completed and filed in every case)

Name of Debtor(s):  
Arbonne International Distribution, Inc.

## Signatures

## Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

## Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- ☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
- ☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

## Signature of Attorney\*

X \_\_\_\_\_  
Signature of Attorney for Debtor(s)

Jeffrey M. Schlerf

Printed Name of Attorney for Debtor(s)

Thomas E Lauria  
Craig H. Averch  
Matthew C. Brown  
WHITE & CASE LLP  
200 S. Biscayne Blvd., Suite 4900  
Miami, Florida 33131  
Phone: (305) 371-2700  
Fax: (305) 358-5744

Jeffrey M. Schlerf (No. 3047)  
Eric M. Suttty (No. 4007)  
John H. Strock (No. 4965)  
FOX ROTHSCCHILD LLP  
919 North Market Street, Suite 1600  
Wilmington, Delaware 19801  
Phone: (302) 654-7444  
Fax: (302) 658-6395

Date: January 27, 2010

\* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is correct.

## Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Authorized Individual

Mark I. Lehman

Printed Name of Authorized Individual

Chief Financial Officer and Secretary

Title of Authorized Individual

January 27, 2010

Date

## Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**Annex A**  
**Bankruptcy Cases Concurrently Filed By**  
**Any Partner or Affiliate of the Debtor**

The Debtor and each of the affiliated entities listed below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code:

Natural Products Group, LLC  
Arbonne Intermediate Holdco, Inc.  
Levlad Intermediate Holdco, Inc.  
Arbonne International, LLC  
Levlad, LLC  
Arbonne Institute of Research and Development, LLC  
Arbonne International Distribution, Inc.  
Arbonne International Holdings, Inc.


In addition, at the time of filing of these voluntary petitions, these entities collectively filed a motion seeking entry of an order jointly administering and consolidating for administrative purposes only these chapter 11 cases.

**CERTIFIED COPY OF THE RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
ARBONNE INTERNATIONAL DISTRIBUTION, INC.**

The undersigned, hereby certifies:

1. The undersigned is the duly elected and incumbent Chief Executive Officer of Arbonne International Distribution, Inc., a Delaware corporation (the "Company").
2. Attached hereto is a true and correct copy of the resolutions of the Board of Directors of the Company duly adopted at a duly called meeting of the Board of Directors and recorded in the Minute Book of the Company on January 27, 2010, which resolutions are in full force and effect and have not been amended, modified or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of January, 2010.

  
\_\_\_\_\_  
Name: Katherine S. Napier  
Title: Chief Executive Officer

**Resolutions of the Board of Directors of Arbonne International Distribution, Inc.**

**January 27, 2010**

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**WHEREAS**, certain subsidiaries of Natural Products Group, LLC ("**NPG**") are parties to that certain Credit Agreement ("**OpCo Credit Agreement**"), dated as of March 8, 2007, by and among Arbonne International, LLC and Levlad, LLC, as borrowers, Arbonne Intermediate Holdco, Inc. ("**Arbonne HoldCo**") and Levlad Intermediate Holdco, Inc. ("**Levlad HoldCo**"), as guarantors, the lenders party thereto (the "**OpCo Lenders**"), Canadian Imperial Bank of Commerce as administrative agent and collateral agent, CIBC World Markets Corp. and Credit Suisse Securities (USA) LLC as joint lead arrangers and joint bookrunners, Credit Suisse as syndication agent, and Freeport Financial LLC and General Electric Capital Corporation as co-documentation agents;

**WHEREAS**, the Company is a guarantor of the obligations under the OpCo Credit Agreement;

**WHEREAS**, certain subsidiaries of NPG are parties to that certain Credit Agreement ("**HoldCo Credit Agreement**"), dated as of June 19, 2006, by and among Arbonne HoldCo and Levlad HoldCo, as borrowers, and the lenders party thereto (the "**HoldCo Lenders**"), Wilmington Trust FSB, as successor in interest to Credit Suisse, New York Branch as administrative agent, Credit Suisse Securities (USA) LLC and CIBC World Markets Corp. as joint lead arrangers and joint bookrunners, CIBC World Markets Corp. as syndication agent, and CitiCorp North America, Inc. and UBS Securities LLC, as co-documentation agents;

**WHEREAS**, on January 13, 2010, NPG and its domestic subsidiaries, including the Company, distributed to the OpCo Lenders and the HoldCo Lenders a disclosure statement and solicitation of acceptance of a prepackaged plan of reorganization setting forth a proposal to restructure the outstanding indebtedness under the OpCo Credit Agreement and the HoldCo Credit Agreement (the "**Restructuring**");

**WHEREAS**, the Company believes that it has received sufficient accepting votes from the OpCo Lenders and the HoldCo Lenders to effectuate the Restructuring through a consensual chapter 11 plan of reorganization;

**WHEREAS**, the Company is a wholly-owned subsidiary of NPG;

**WHEREAS**, the executive officers and financial and legal advisors of the Company have reviewed and discussed with the Board the Company's current financial circumstances and options; and

**WHEREAS**, the Board has evaluated and considered the information provided and the recommendations of the Company's executive officers and financial and legal advisors.

**NOW, THEREFORE**, the Board hereby adopts the following resolutions:

**RESOLVED**, that, in the judgment of the Board, it is desirable and in the best interests of the Company, creditors of the Company, members, as the case may be, of the Company and other interested parties, for the Company to effectuate the Restructuring by commencing proceedings (the "Chapter 11 Proceedings") under chapter 11 of title 11 of the United States Code, 11 U.S.C. 101, et seq. (the "Bankruptcy Code") and file a petition substantially in the form previously circulated to the Board, with such changes thereto as the Authorized Persons (defined below) shall approve (the "Petition") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") seeking relief under the provisions of the Bankruptcy Code and commence the Chapter 11 Proceedings; and it is

**FURTHER RESOLVED**, that the Petition (as it may be amended from time to time) is adopted in all respects, and that each of the officers of the Company (the "Authorized Persons") be, with the full authority to act without the others, and hereby is, authorized and directed, on behalf of the Company, to execute and file all petitions, schedules, lists and other papers, including the Plan, and to take any and all actions which they may deem necessary or proper in connection with the Chapter 11 Proceedings, and to retain and employ all assistance by legal counsel or otherwise, which they may deem necessary, proper or advisable with a view to the successful prosecution of the Chapter 11 Proceedings, the taking of any such action by an Authorized Person being conclusive evidence of the necessity or advisability of such action; and it is

**FURTHER RESOLVED**, that each of the Authorized Persons be, with full authority to act without the others, and hereby is, authorized to retain on behalf of the Company attorneys, investment bankers, accountants, restructuring professionals, communications advisors, financial advisors and other professionals to assist the Company in connection with the Chapter 11 Proceedings, on such terms as are deemed necessary, proper or advisable by any Authorized Person, the execution of such retention or the taking of any such action being conclusive evidence of the necessity or advisability of such action; and it is

**FURTHER RESOLVED**, that each of the Authorized Persons be, with full authority to act without the others, and hereby is, authorized and empowered, in connection with the commencement of the Chapter 11 Proceedings by the Company, to negotiate, execute and deliver a debtor in possession credit agreement, substantially in the form previously circulated to the Board, with such changes thereto as such Authorized Person shall approve, or other form of credit support or enhancement (including, without limitation, in connection therewith, such commitment letters, fee letters, notes, security agreements and other agreements or instruments as such Authorized Person considers appropriate) on the terms and conditions as such Authorized Person may consider necessary, proper or advisable (including, without limitation, the granting of liens, security interests and superpriority Chapter 11 administrative claims and the guaranteeing of affiliate obligations), the execution of any such documents or the taking of any such action being conclusive evidence of the necessity or advisability of such action, and to consummate the transactions contemplated by such agreement or instruments on behalf of the Company and/or file such pleadings as may be necessary with the Bankruptcy Court in respect thereof; and it is

**FURTHER RESOLVED**, that each of the Authorized Persons be, with full authority to act without the others, and hereby is, authorized and directed, in the name and on behalf of the Company to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions, the taking of such action, or the execution of such agreements, documents, certificates or undertakings being conclusive evidence of the necessity or advisability of such action; and it is

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by any Authorized Person (i) to file the Petition under the Bankruptcy Code, (ii) in any other connection with the Chapter 11 Proceedings, or any manner related thereto, or (iii) by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved.



**United States Bankruptcy Court**  
District of Delaware

In re Natural Products Group, LLC, et al.,

Debtors.

Case No. 10- ( )  
Chapter 11

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is a list of creditors holding the 30 largest unsecured claims, on a consolidated basis, against the above-captioned debtors (collectively, the "Debtors") and their affiliated entities. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(30), or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency claim places the creditor among the holders of the 30 largest unsecured claims. The information contained herein shall not constitute an admission by, nor shall it be binding upon, the Debtors.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
1. Wilmington Trust FSB Attn: Boris Treyger 591 Broadway, Suite 2A New York, NY 10012	Wilmington Trust FSB Attn: Boris Treyger 591 Broadway, Suite 2A New York, NY 10012			
	Phone -- (212) 941-4416	BANK LOAN		\$201,729,032
2. CORWOOD LABORATORIE Attn: Gayle Smart 55 Arkay Drive Hauppauge, NY 11788	CORWOOD LABORATORIE Attn: Gayle Smart 55 Arkay Drive Hauppauge, NY 11788			
	Phone -- (631) 273-7373 ext. 354	VENDOR		\$594,784
3. CRODA Attn: Corporate Officer/Authorized Agent 300A Columbus Circle Edison, NJ 08837-3907	CRODA Attn: Corporate Officer/Authorized Agent 300A Columbus Circle Edison, NJ 08837-3907			
	Phone -- (723) 417-0800	VENDOR		\$374,782
4. TIFFANY & CO. Attn: Corporate Officer/Authorized Agent 727 Fifth Ave. New York, NY 10022	TIFFANY & CO. Attn: Corporate Officer/Authorized Agent 727 Fifth Ave. New York, NY 10022			
	Phone -- (212) 755-8000	VENDOR		\$351,099
5. DESIGNWORX PACKAGING INC Attn: Laura Nakauchi/Debbie Monroe 31 Orchard Road Lake Lake Forest, CA 92630	DESIGNWORX PACKAGING INC Attn: Laura Nakauchi/Debbie Monroe 31 Orchard Road Lake Lake Forest, CA 92630			
	Phone -- (949) 916-6144	VENDOR		\$292,574
6. THORO PACKAGING Attn: Corporate Officer/Authorized Agent 1467 Davril Circle Corona, CA 92880-6957	THORO PACKAGING Attn: Corporate Officer/Authorized Agent 1467 Davril Circle Corona, CA 92880-6957			
	Phone -- (951) 278-2100	VENDOR		\$243,006
7. ROSS ORGANIC SPECIALTY SALES Attn: Corporate Officer/Authorized Agent PO Box 5040 San Jose, CA 95150-5040	ROSS ORGANIC SPECIALTY SALES Attn: Corporate Officer/Authorized Agent PO Box 5040 San Jose, CA 95150-5040			
	Phone -- (562) 236-5700	VENDOR		\$241,807

8.	CRYSTAL INTERNATIONAL Attn: Corporate Officer/Authorized Agent 1901 Camino Vida Roble, Suite 206 Carlsbad, CA 92008	CRYSTAL INTERNATIONAL Attn: Corporate Officer/Authorized Agent 20 Overlea Boulevard Toronto, ON M4H 1A4, Canada  Phone – (416) 421-9299	VENDOR	\$219,217
9.	OXYGEN-DEVELOPMENT Attn: Corporate Officer/Authorized Agent Dept. # 0486 PO Box 850001 Orlando, FL 32885-0486	OXYGEN-DEVELOPMENT Attn: Corporate Officer/Authorized Agent Dept. # 0486 PO Box 850001 Orlando, FL 32885-0486  Phone – (954) 480-2675	VENDOR	\$200,849
10.	ASHLAND CHEMICAL Attn: Virginia Clark File No. 53192 Los Angeles, CA 90074-3192	ASHLAND CHEMICAL Attn: Virginia Clark File No. 53192 Los Angeles, CA 90074-3192  And  6608 East 26 <sup>th</sup> Street Commerce, CA 90040-3216  Phone – (614) 790-3211	VENDOR	\$179,144
11.	BERLIN PACKAGING LLC Attn: Evelyn Anderson P.O. Box 95584 Chicago, IL 60694-5584	BERLIN PACKAGING LLC Attn: Evelyn Anderson P.O. Box 95584 Chicago, IL 60694-5584  Phone – (312) 876-9292	VENDOR	\$145,388
12.	SILAB Attn: Corporate Officer/Authorized Agent 1301 State Route 36, Concord Center II Suite 8 Hazlet, NJ 07730	SILAB Attn: Corporate Officer/Authorized Agent 1301 State Route 36, Concord Center II Suite 8 Hazlet, NJ 07730  Phone – (973) 882-5597	VENDOR	\$124,560
13.	UBS PRINTING GROUP INC Attn: Corporate Officer/Authorized Agent 2577 Research Drive Corona, CA 92882	UBS PRINTING GROUP INC Attn: Corporate Officer/Authorized Agent 2577 Research Drive Corona, CA 92882  Phone – (951) 273-7900	VENDOR	\$121,849
14.	COSMOLAB INC Attn: Jeff Kinnaird 9186 Paysphere Circle Chicago, IL 60674	COSMOLAB INC Attn: Jeff Kinnaird 9186 Paysphere Circle Chicago, IL 60674  Phone – (931) 270-4945	VENDOR	\$113,715
15.	UNIX INDUSTRIES INC Attn: Corporate Officer/Authorized Agent 301 Arizona Ave. Ste 304 Santa Monica, CA 90401	UNIX INDUSTRIES INC Attn: Corporate Officer/Authorized Agent 301 Arizona Ave. Ste 304 Santa Monica, CA 90401  Phone – (310) 395-1494	VENDOR	\$110,722
16.	CHEMTEC CHEMICAL Attn: Kathy De Santos 21900 Marilla St Chatsworth, CA 91311	CHEMTEC CHEMICAL Attn: Kathy De Santos 21900 Marilla St Chatsworth, CA 91311  Phone – (818) 700-0071	VENDOR	\$107,971
17.	ELCOS CO LTD Attn: Corporate Officer/Authorized Agent 720 Palisade Ave Englewood Cliffs, NJ 07632	ELCOS CO LTD Attn: Corporate Officer/Authorized Agent 720 Palisade Ave Englewood Cliffs, NJ 07632  Phone – (201) 227-0059	VENDOR	\$107,906

18.	ACUPAC PACKAGING IN Attn: Carol Starr 20 West King Street Port Jervis, NY 12771-0154	ACUPAC PACKAGING IN Attn: Carol Starr 20 West King Street Port Jervis, NY 12771-0154  Phone – (201) 529-3434	VENDOR		\$102,467
19.	GATTEFOSSE Attn: Corporate Officer/Authorized Agent 650 From Road Paramus, NJ 07652	GATTEFOSSE Attn: Corporate Officer/Authorized Agent 650 From Road Paramus, NJ 07652  Phone – (201) 265-4800	VENDOR		\$101,802
20.	IMPRESS COMMUNICATIONS INC Attn: Corporate Officer/Authorized Agent 9320 Lurline Ave Chatsworth, CA 91311	IMPRESS COMMUNICATIONS INC Attn: Corporate Officer/Authorized Agent 9320 Lurline Ave Chatsworth, CA 91311  Phone – (818) 701-8800	VENDOR		\$100,635
21.	AL-CHAIN LIMITED Attn: Corporate Officer/Authorized Agent Rm 428 Blk G4/F Kwai Shing Ind Bldg Ph2 42-46 Tai Pin Lai Road Hong Kong	AL-CHAIN LIMITED Attn: Corporate Officer/Authorized Agent Rm 428 Blk G4/F Kwai Shing Ind Bldg Ph2 42-46 Tai Pin Lai Road Hong Kong  Phone – 852—2481-5088	VENDOR		\$98,038
22.	GOLDEN STATE CONTAINER Attn: Corporate Officer/Authorized Agent 15620 Shoemaker Ave Santa Fe Springs, CA 90670	GOLDEN STATE CONTAINER Attn: Corporate Officer/Authorized Agent 15620 Shoemaker Ave Santa Fe Springs, CA 90670  Phone – (800) 288-5100	VENDOR		\$97,439
23.	COMPAX Attn: Jacqui Mansur Sutton Post Office Box 27287 Salt Lake City, UT 84127	COMPAX Attn: Jacqui Mansur Sutton Post Office Box 27287 Salt Lake City, UT 84127  Phone – (801) 983-2200	VENDOR		\$92,394
24.	MERIDIAN GRAPHICS Attn: Craig Miller 2652 Dow Avenue Tustin, CA 92780	MERIDIAN GRAPHICS Attn: Craig Miller 2652 Dow Avenue Tustin, CA 92780  Phone – (714) 263-7060	VENDOR		\$91,296
25.	NATURAL ALTERNATIVES INTERNATIONAL Attn: Corporate Officer/Authorized Agent 1185 Linda Vista Drive San Marcos, CA 92078	NATURAL ALTERNATIVES INTERNATIONAL Attn: Corporate Officer/Authorized Agent 1185 Linda Vista Drive San Marcos, CA 92078  Phone – (760) 736-7700	VENDOR		\$89,768
26.	AT&T Attn: Legal Officer/Bankruptcy Department P.O. Box 5019 Carol Stream, IL 60197-5019	AT&T Attn: Legal Officer/Bankruptcy Department P.O. Box 5019 Carol Stream, IL 60197-5019  Phone – (908) 234-3318	VENDOR		\$89,316
27.	UNIVAR USA INC. Attn: Inara Alksnis File 56019 Los Angeles, CA 90074-6019	UNIVAR USA INC. Attn: Inara Alksnis File 56019 Los Angeles, CA 90074-6019  Phone – (425) 889-3517	VENDOR		\$86,443
28.	SEPPIC INC Attn: Corporate Officer/Authorized Agent P.O. Box 36272 Newark, NJ 07188-6272	SEPPIC INC Attn: Corporate Officer/Authorized Agent P.O. Box 36272 Newark, NJ 07188-6272  Phone – (973) 882-5597	VENDOR		\$76,821

29.	SYMRISE Attn: Corporate Officer/Authorized Agent PO Box 35559 Newark, NJ 07193-5559	SYMRISE Attn: Corporate Officer/Authorized Agent PO Box 35559 Newark, NJ 07193-5559  Phone – (201) 288-3200	VENDOR		\$75,430
30.	PRIVATE LABEL COSMETICS INC Attn: Debra Shaver 20-10 Maple Avenue Fair Lawn, NJ 07410	PRIVATE LABEL COSMETICS INC Attn: Debra Shaver 20-10 Maple Avenue Fair Lawn, NJ 07410  Phone – (973) 423-3786	VENDOR		\$70,019

In re

Debtors.

) Chapter 11  
)  
) Case No. 10-\_\_\_\_( )  
)  
) Jointly Administered  
)  
)

I, the undersigned authorized officer of each of the above-captioned debtors in these chapter 11 cases (collectively, the "Debtors"), declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing consolidated List of Creditors Holding 30 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief, with reliance on appropriate corporate officers and the Debtors' books and records.

Signature:

Name: Mark I. Lehman

Title: Chief Financial Officer / Secretary / Treasurer

The debtors and debtors in possession in these cases are Natural Products Group, LLC (Fed. EIN 86-1119470); Arbonne Intermediate Holdco, Inc. (Fed. EIN 87-0735363); Levlad Intermediate Holdco, Inc. (Fed. EIN 87-0735367); Arbonne International, LLC (Fed. EIN 33-0762250); Levlad, LLC (Fed. EIN 95-2973496); Arbonne Institute of Research and Development, LLC (Fed. EIN 33-0762250); Arbonne International Holdings, Inc. (Fed. EIN 20-5585671); and Arbonne International Distribution, Inc. (Fed. EIN 20-5585608).

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

In re	)	
	)	Chapter 11
	)	
ARBONNE INTERNATIONAL	)	Case No. 10-____( )
DISTRIBUTION, INC.	)	
	)	
Debtor.	)	
	)	

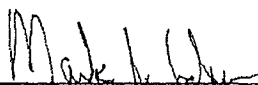
**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rule 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above captioned debtor (the "Debtor") hereby represents that the following entities directly or indirectly own 10% or more of one or more of any class of the Debtor's equity interests:

- Natural Products Group, LLC
- Arbonne Intermediate Holdco, Inc.
- Arbonne International, LLC
- Arbonne International Holdings, Inc.

I, the undersigned authorized officer of the Debtor, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing and that it is true and correct to the best of my information and belief, with reliance on appropriate corporate officers.

Dated: January 27, 2010

  
\_\_\_\_\_  
Name: Mark I. Lehman  
Title: Chief Financial Officer and Secretary