

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

In re)	
)	Chapter 11
NATURAL PRODUCTS GROUP, LLC, <u>et al.</u> , ¹)	Case No. 10-10239 (BLS)
)	
Debtors.)	Jointly Administered
)	

NOTICE OF (I) COMMENCEMENT OF CHAPTER 11 CASES, (II) SCHEDULING OF COMBINED HEARING TO APPROVE ADEQUACY OF DISCLOSURE STATEMENT AND PREPETITION SOLICITATION PROCEDURES AND TO CONFIRM PLAN OF REORGANIZATION, (III) ESTABLISHMENT OF OBJECTION DEADLINES AND PROCEDURES, AND (IV) NON-VOTING STATUS WITH RESPECT TO UNIMPAIRED CLASSES 1, 4, 5 AND 7

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT:

COMMENCEMENT OF THE CASES

PLEASE TAKE NOTICE that on January 27, 2010 (the “Petition Date”), Natural Products Group, LLC (“NPG”) and its affiliated Debtors (collectively, the “Debtors”) filed bankruptcy petitions under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), thereby commencing their chapter 11 cases (collectively, the “Chapter 11 Cases”). The Debtors, their respective addresses, Chapter 11 Case numbers, and the last four digits of their federal tax identification numbers are listed on Exhibit “A” hereto. You may be a creditor of the Debtors. This notice lists important deadlines. You may want to consult an attorney to protect your rights. You will not receive notice of all documents filed in these Chapter 11 Cases. All documents filed with the Bankruptcy Court are available for inspection at the Office of the Clerk of the Bankruptcy Court at 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and are available online at <http://www.npginfo.com>.

CREDITORS MAY NOT TAKE CERTAIN ACTIONS

The filing of the Chapter 11 Cases automatically stays certain collection and other actions against the Debtors and the Debtors’ property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Common examples of prohibited actions include (i) contacting the Debtors to demand repayment, (ii) taking action against the Debtors to collect money owed to creditors or to take property of the Debtors, (iii) terminating or changing the terms of existing contracts or agreements, and (iv) starting or continuing foreclosure actions or repossessions. A creditor who is considering taking action against the Debtors or the Debtors’ property should review section 362 of the

¹ The debtors and debtors in possession in these cases, along with the last four digits of their respective federal tax identification numbers, are Natural Products Group, LLC (9470); Arbonne Intermediate Holdco, Inc. (5363); Levlad Intermediate Holdco, Inc. (5367); Arbonne International, LLC (2250); Levlad, LLC (3496); Arbonne Institute of Research and Development, LLC (2250); Arbonne International Holdings, Inc. (5671); and Arbonne International Distribution, Inc. (5608).

Bankruptcy Code and may wish to seek legal advice. The staff of the Bankruptcy Court's Clerk's Office cannot give legal advice.

**COMBINED HEARING ON THE ADEQUACY OF DISCLOSURE STATEMENT
AND PREPETITION SOLICITATION PROCEDURES AND
CONFIRMATION OF THE PLAN**

Prior to the Petition Date, the Debtors solicited votes to accept or reject the prepackaged Joint Chapter 11 Plan of Reorganization for Natural Products Group, LLC and Its Affiliated Debtors (the "Plan") from creditors whose rights are impaired under the Plan. As of the voting deadline, the Plan has been accepted by all classes entitled to vote on the Plan, and therefore, may be confirmed by the Bankruptcy Court.

The Bankruptcy Court has scheduled a combined hearing (the "Combined Hearing") to: (i) approve the adequacy of the disclosure statement relating to the Plan, dated January 13, 2010 (the "Disclosure Statement"), (ii) approve the prepetition solicitation of votes (the "Solicitation Procedures"), and (iii) confirm the Plan under the Bankruptcy Code, and has established the deadlines and procedures described herein.

COMBINED HEARING DATE AND TIME

The Combined Hearing will be held at 12:30 p.m. on February 22, 2010 before the Honorable Brendan L. Shannon, United States Bankruptcy Judge for the District of Delaware, in the United States Bankruptcy Court for the District of Delaware, 6th Floor, 824 Market Street, Wilmington, Delaware 19801, at which the Bankruptcy Court will consider: (i) approval of the Disclosure Statement pursuant to section 1125 of the Bankruptcy Code, (ii) approval of the Solicitation Procedures and forms of ballots, and (iii) confirmation of the Plan. The Combined Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Combined Hearing, or any continued hearing, or in the agenda for any such hearing.

OBJECTION DEADLINE AND PROCEDURES

Objections, if any, to (a) the approval of the Disclosure Statement, (b) the approval of the Solicitation Procedures, or (c) the confirmation of the Plan must (i) be made in writing; (ii) state the name and address of the objecting party and the nature and amount of the claim against or interest in the Debtors asserted by such party; (iii) state with particularity the legal and factual basis for such objection, including, if applicable, suggested language to be added or existing language to be amended or deleted from the Disclosure Statement, the Plan and/or order confirming the Plan; and (iv) **be filed with the Bankruptcy Court no later than 11:59 p.m. (Prevailing Eastern Time) on February 16, 2010 (the "Objection Deadline") and served so as to be received no later than the Objection Deadline by the following parties:** (a) White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131 (Attn: Matthew C. Brown, Esq.), and Fox Rothschild LLP, Citizens Bank Center, Suite 1600, 919 North Market Street, Wilmington, Delaware 19801 (Attn: Jeffrey M. Schlerf, Esq.) proposed counsel and co-counsel to the Debtors, respectively; and (b) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David L. Buchbinder, Esq.). Objections not timely filed and served in the manner set forth above may not be considered and may be overruled.

Any party in interest wishing to obtain a copy of the Disclosure Statement, the Plan, or other pleadings filed by the Debtors in the Chapter 11 Cases may obtain them online through the Debtors' website located at <http://www.npginfo.com> or may request such copies at the Debtors' expense by contacting AlixPartners, LLP, 2101 Cedar Springs Road, Suite 1100, Dallas, Texas 75201, (877) 788-

2814. Any party in interest wishing to review the Disclosure Statement or the Plan may (a) review such documents during regular business hours (9:00 a.m. to 4:30 p.m. Eastern time weekdays, except legal holidays) at the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 or (b) arrange to review such documents at the offices of proposed counsel for the Debtors (at the addresses set forth below).

PLAN RELEASES

Section 8.14 of the Plan, entitled “Releases by Creditors and Equity Security Holders,” provides:

Subject to the occurrence of the Effective Date, any holder of a Claim or Equity Interest that is impaired or unimpaired under the Plan, for good and valuable consideration, will be presumed conclusively to have released each of (a) the Debtors’, their non-Debtor subsidiaries’, and the New NPG Group’s respective present and former officers, directors, managers and employees, in their respective capacities as such, (b) holders of Equity Interests in NPG, including Harvest Partners, and their respective present and former officers, directors and employees, in their respective capacities as such, (c) the OpCo Lenders and the Prepetition OpCo Agent, in their respective capacities as such, (d) the HoldCo Lenders and the Prepetition HoldCo Agent, in their respective capacities as such, (e) the DIP Lenders and the DIP Agent, in their respective capacities as such, and (f) each of the foregoing’s respective successors and assigns, and each of their respective agents, attorneys, advisors, accountants, investment bankers, bankruptcy and restructuring advisors, and financial advisors, in their respective capacities as such, from any Causes of Action that are based in whole or part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the New NPG Group, the Chapter 11 Cases, the Plan or the Disclosure Statement; except that the foregoing releases shall not apply to any holder of a Claim or Equity Interest if such holder “opts out” of the releases provided in this Section 8.14 by filing with the Bankruptcy Court on or prior to the Plan Objection Deadline a timely written notice of election to opt out of the releases contained in this Section 8.14. Any “opt out” of the releases contained in this Section 8.14 shall not and shall not be construed in any way to affect any other release, exculpation or injunction provided in the Plan, including without limitation the releases, exculpations and injunctions provided in Sections 8.13, 12.3, 15.3, 15.6, 15.7, 15.8, and 15.23 of the Plan.

If you elect not to grant the releases contained in Section 8.14 of the Plan as they relate to the opt-out release parties set forth in Section 8.14 of the Plan, you must file with the Bankruptcy Court on or prior to the Objection Deadline a timely written notice of election to opt out of the releases contained in Section 8.14 of the Plan. **If you do not file a notice of election to opt out of the releases contained in Section 8.14 of the Plan or if you are a party to a Plan Support Agreement (as defined and described in the Disclosure Statement), you will be deemed to consent to the releases set forth in Section 8.14 of the Plan to the fullest extent permitted by applicable law.**

FILING CLAIMS AGAINST THE DEBTORS

Schedules of creditors will be filed pursuant to Federal Rule of Bankruptcy Procedure 1007. The Bankruptcy Court has not established a deadline for filing proofs of claim at the present time. Should the Bankruptcy Court establish a claims bar deadline, you will receive further notices at such time. As a result, although creditors may, they are not requested to file claims at this time. Should the Bankruptcy Court establish a claims bar deadline, separate notice of the deadlines to file proofs of claim and proof of claim forms will be provided to the Debtors' known creditors. Should a creditor desire to file a proof of claim at this time, proof of claim forms are available from the Bankruptcy Court's website at www.deb.uscourts.gov. Also, AlixPartners, LLP is the claims agent in these Chapter 11 Cases and you can obtain a proof of claim form through AlixPartners' website, <http://www.npginfo.com>, or by contacting AlixPartners at (877) 788-2814.

**TREATMENT OF YOUR ALLOWED CLAIM(S) OR INTEREST(S)
UNDER THE PLAN**

Under the terms of the Plan, your claim(s) or interest(s) against the Debtors, if any, which fall into the following classes: Class 1 – Priority Claims; Class 4 – Secured Claims; Class 5 – Unsecured Claims; and Class 7 – Other Equity Interests is/are not impaired. This means that if your claim(s) or interest(s) against the Debtors is/are Allowed (as defined in the Plan), pursuant to section 1124 of the Bankruptcy Code, all of the legal, equitable and contractual rights to which such claim(s) or interest(s) entitles you shall be fully reinstated and retained as against the applicable Debtor(s) or its successor under the Plan, and you shall be paid in full in accordance with such reinstated rights as and when such payment is due. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you (i) are deemed to have accepted the Plan with respect to such claim(s) or interest(s) and (ii) are not entitled to vote on the Plan on account of such claim(s) and/or interest(s). If you have any questions about the status of your claim(s) and/or interest(s), you should contact AlixPartners, LLP, 2101 Cedar Springs Road, Suite 1100, Dallas, Texas 75201, (877) 788-2814.

PROPOSED ATTORNEYS FOR THE DEBTORS

<p>WHITE & CASE LLP Thomas E Lauria Craig H. Averch Matthew C. Brown Wachovia Financial Center 200 South Biscayne Boulevard, 49th Floor Miami, Florida 33131 Telephone: (305) 371-2700 Facsimile: (305) 358-5744</p>	<p>FOX ROTHSCHILD LLP Jeffrey M. Schlerf (No. 3047) Eric M. Suttly (No. 4007) John H. Strock (No. 4965) 919 Market Street, Suite 1600 Wilmington, Delaware 19801 Telephone: (302) 654-7444 Facsimile: (302) 656-8920</p>
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For the Court: /s/David D. Bird
Clerk of the U.S. Bankruptcy Court

Dated: January 28, 2010

EXHIBIT A - NOTICE OF COMMENCEMENT OF CHAPTER 11 CASES AND COMBINED HEARING		NATURAL PRODUCTS GROUP, LLC, ET AL.	
DEBTOR NAME	ADDRESS	CASE NO.	LAST FOUR DIGITS OF EIN
Natural Products Group, LLC	1209 Orange Street Wilmington, Delaware 19801	10-10239 (BLS)	9470
Arbonne Intermediate Holdco, Inc.	280 Park Avenue New York, New York 10017	10-10240 (BLS)	5363
Levlad Intermediate Holdco, Inc.	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801	10-10241 (BLS)	5367
Arbonne International, LLC	9400 Jeronimo Road Irvine, California 92618	10-10242 (BLS)	2250
Levlad, LLC	9200 Mason Avenue Chatsworth, California 91311	10-10243 (BLS)	3496
Arbonne Institute of Research and Development, LLC	2711 Centerville Road Suite 400 Wilmington, Delaware 19808	10-10244 (BLS)	2250
Arbonne International Holdings, Inc.	2711 Centerville Road Suite 400 Wilmington, Delaware 19808	10-10245 (BLS)	5671
Arbonne International Distribution, Inc.	2711 Centerville Road Suite 400 Wilmington, Delaware 19808	10-10246 (BLS)	5608