

Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

A For the 2005 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization HERBALIFE FAMILY FOUNDATION		D Employer identification number 51-0523266
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1800 CENTURY PARK EAST, 14TH FL.	E Telephone number 310-410-9600	
		City or town, state or country, and ZIP + 4 CENTURY CITY, CA 90067-1501		F Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates **N/A**

H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number **N/A**

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

G Website: **WWW.HERBALIFEFAMILY.ORG**

J Organization type (check only one) 501(c) (3) (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **1,418,899.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

SCANNED JUN 23 2006

Revenue	1 Contributions, gifts, grants, and similar amounts received:			
	a Direct public support	1a	1,038,760.	
	b Indirect public support	1b		
	c Government contributions (grants)	1c		
	d Total (add lines 1a through 1c) (cash \$ <u>1,038,760.</u> noncash \$ _____)	1d	1,038,760.	
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2		
	3 Membership dues and assessments	3		
	4 Interest on savings and temporary cash investments	4		
	5 Dividends and interest from securities	5		
	6 a Gross rents	6a		
	b Less: rental expenses	6b		
c Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7 Other investment income (describe _____)	7			
8 a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
	8a			
	b Less: cost or other basis and sales expenses	8b		
	c Gain or (loss) (attach schedule)	8c		
d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
a Gross revenue (not including \$ <u>540,369.</u> of contributions reported on line 1a)	9a	365,558.		
b Less: direct expenses other than fundraising expenses	9b	314,862.		
c Net income or (loss) from special events (subtract line 9b from line 9a)	9c	50,696.		
10 a Gross sales of inventory, less returns and allowances	10a			
	b Less: cost of goods sold	10b		
c Net profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
11 Other revenue (from Part VII, line 103)	11	14,581.		
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	1,104,037.		
Expenses	13 Program services (from line 4, column (B))	13	703,564.	
	14 Management and general (from line 44, column (C))	14	14,500.	
	15 Fundraising (from line 44, column (D))	15	3,905.	
	16 Payments to affiliates (attach Schedule)	16		
	17 Total expenses (add lines 13 and 44, column (A))	17	721,969.	
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18	382,068.		
Net Assets	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	16,170.	
	20 Other changes in net assets or fund balances (attach explanation)	20	0.	
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	398,238.	

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ <u>697706.</u> noncash \$ <u>0.</u>) If this amount includes foreign grants, check here <input type="checkbox"/>	22 <u>697,706.</u>	22 <u>697,706.</u>	STATEMENT 2 STATEMENT 3	
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc.	25 <u>0.</u>	25 <u>0.</u>	25 <u>0.</u>	25 <u>0.</u>
26 Other salaries and wages	26	26 <u>0.</u>	26 <u>0.</u>	26 <u>0.</u>
27 Pension plan contributions	27			
28 Other employee benefits	28			
29 Payroll taxes	29			
30 Professional fundraising fees	30			
31 Accounting fees	31 <u>1,500.</u>		31 <u>1,500.</u>	
32 Legal fees	32 <u>1,864.</u>		32 <u>1,864.</u>	
33 Supplies	33 <u>11,838.</u>	33 <u>5,125.</u>	33 <u>3,296.</u>	33 <u>3,417.</u>
34 Telephone	34	34 <u>0.</u>	34 <u>0.</u>	34 <u>0.</u>
35 Postage and shipping	35			
36 Occupancy	36			
37 Equipment rental and maintenance	37			
38 Printing and publications	38			
39 Travel	39			
40 Conferences, conventions, and meetings	40			
41 Interest	41			
42 Depreciation, depletion, etc (attach schedule)	42			
43 Other expenses not covered above (itemize)				
a <u>TEMPORARY HELP</u>	43a <u>1,692.</u>	43a <u>733.</u>	43a <u>471.</u>	43a <u>488.</u>
b <u>BANK AND CREDIT CARD</u>	43b			
c <u>CHARGES</u>	43c <u>7,369.</u>		43c <u>7,369.</u>	
d	43d			
e	43e			
f	43f			
g	43g			
44 Total functional expenses. Add lines 22 through 43 (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 <u>721,969.</u>	44 <u>703,564.</u>	44 <u>14,500.</u>	44 <u>3,905.</u>

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;
 (iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► SEE STATEMENT 4	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a <u>DURING 2005, THE FOUNDATION FUNDED RELIEF EFFORTS FOR THE TWO MAJOR NATURAL DISASTERS OCCURRING IN 2005, FAR EAST TSUNAMI AND SOUTHERN U.S. HURRICANES, FOCUSING ON CHILDREN AFFECTED BY THE EVENTS</u>	
(Grants and allocations \$ 697,706.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	703,564.
b _____ _____ _____ _____ _____	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
c _____ _____ _____ _____ _____	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
d _____ _____ _____ _____ _____	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►	703,564.

Form 990 (2005)

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year	
Assets	45	Cash - non-interest-bearing	16,170.	45	618,619.
	46	Savings and temporary cash investments		46	
	47 a	Accounts receivable		47a	
	b	Less: allowance for doubtful accounts		47b	47c
	48 a	Pledges receivable		48a	
	b	Less: allowance for doubtful accounts		48b	48c
	49	Grants receivable		49	
	50	Receivables from officers, directors, trustees, and key employees		50	
	51 a	Other notes and loans receivable		51a	
	b	Less: allowance for doubtful accounts		51b	51c
	52	Inventories for sale or use		52	
	53	Prepaid expenses and deferred charges		53	
	54	Investments - securities ▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54	
	55 a	Investments - land, buildings, and equipment, basis		55a	
	b	Less: accumulated depreciation		55b	55c
56	Investments - other		56		
57 a	Land, buildings, and equipment basis		57a		
b	Less: accumulated depreciation		57b	57c	
58	Other assets (describe ▶ _____)		58		
59	Total assets (must equal line 74) Add lines 45 through 58	16,170.	59	618,619.	
Liabilities	60	Accounts payable and accrued expenses		60	
	61	Grants payable		61	220,381.
	62	Deferred revenue		62	
	63	Loans from officers, directors, trustees, and key employees		63	
	64 a	Tax-exempt bond liabilities		64a	
	b	Mortgages and other notes payable		64b	
65	Other liabilities (describe ▶ _____)		65		
66	Total liabilities. Add lines 60 through 65	0.	66	220,381.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
	67	Unrestricted	16,170.	67	221,382.
	68	Temporarily restricted		68	176,856.
	69	Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 70 through 74.				
	70	Capital stock, trust principal, or current funds		70	
	71	Paid-in or capital surplus, or land, building, and equipment fund		71	
	72	Retained earnings, endowment, accumulated income, or other funds		72	
73	Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	16,170.	73	398,238.	
74	Total liabilities and net assets/fund balances. Add lines 66 and 73	16,170.	74	618,619.	

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	1,258,632.
b	Amounts included on line a but not on Part I, line 12			
1	Net unrealized gains on investments	b1		
2	Donated services and use of facilities	b2	154,595.	
3	Recoveries of prior year grants	b3		
4	Other (specify): _____	b4		
	Add lines b1 through b4		b	154,595.
c	Subtract line b from line a		c	1,104,037.
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify): _____	d2		
	Add lines d1 and d2		d	0.
e	Total revenue (Part I, line 12) Add lines c and d		e	1,104,037.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements		a	876,564.
b	Amounts included on line a but not on Part I, line 17.			
1	Donated services and use of facilities	b1	154,595.	
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify): _____	b4		
	Add lines b1 through b4		b	154,595.
c	Subtract line b from line a		c	721,969.
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify): _____	d2		
	Add lines d1 and d2		d	0.
e	Total expenses (Part I, line 17) Add lines c and d		e	721,969.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
JOAN KARDASHIAN C/O HFF, 1800 CENTURY PARK EAST, 14TH CENTURY CITY, CALIFORNIA 90067-1501	EXECUTIVE DIRECTOR 40.00	0.	0.	0.
GREGORY L. PROBERT C/O HFF, 1800 CENTURY PARK EAST, 14TH CENTURY CITY, CALIFORNIA 90067-1501	PRESIDENT 5.00	0.	0.	0.
BRETT C. CHAPMAN C/O HFF, 1800 CENTURY PARK EAST, 14TH CENTURY CITY, CALIFORNIA 90067-1501	SECRETARY 5.00	0.	0.	0.
RICHARD P. GOUDIS C/O HFF, 1800 CENTURY PARK EAST, 14TH CENTURY CITY, CALIFORNIA 90067-1501	TREASURER 5.00	0.	0.	0.
MICHAEL O. JOHNSON C/O HFF, 1800 CENTURY PARK EAST, 14TH CENTURY CITY, CALIFORNIA 90067-1501	CHAIRMAN OF THE BOARD 5.00	0.	0.	0.
BARBARA B. HENDERSON C/O HFF, 1800 CENTURY PARK EAST, 14TH CENTURY CITY, CALIFORNIA 90067-1501	VICE-PRESIDENT 10.00	0.	0.	0.

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued) **Yes No**

<p>75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ _____ 5</p> <p>b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)</p> <p>c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control?</p> <p>Note. Related organizations include section 509(a)(3) supporting organizations. If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.</p> <p>d Does the organization have a written conflict of interest policy?</p>	<p>75b</p> <p>75c</p> <p>75d</p>	<p>X</p> <p>X</p> <p>X</p>
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Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
NONE				

Part VI Other Information (See the instructions) **Yes No**

<p>76 Did the organization engage in any activity not previously reported to description of each activity</p> <p>77 Were any changes made in the organizing or governing documents b If "Yes," attach a conformed copy of the changes</p> <p>78 a Did the organization have unrelated business gross income of \$1,000</p> <p style="padding-left: 20px;">b If "Yes," has it filed a tax return on Form 990-T for this year?</p> <p>79 Was there a liquidation, dissolution, termination, or substantial contra</p> <p>80 a Is the organization related (other than by association with a statewide membership, governing bodies, trustees, officers, etc., to any other e</p> <p style="padding-left: 20px;">b If "Yes," enter the name of the organization ▶ <u>N/A</u></p> <p>81 a Enter direct or indirect political expenditures (See line 81 instructions</p> <p style="padding-left: 20px;">b Did the organization file Form 1120-POL for this year?</p>	<p>Yes</p> <p>No</p>
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Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	82b	205,326.	
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	X	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		N/A
c	Dues, assessments, and similar amounts from members		85c N/A
d	Section 162(e) lobbying and political expenditures		85d N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		85e N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		85f N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		85g N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		85h N/A
86	501(c)(7) organizations. Enter. a Initiation fees and capital contributions included on line 12		86a N/A
b	Gross receipts, included on line 12, for public use of club facilities		86b N/A
87	501(c)(12) organizations. Enter. a Gross income from members or shareholders		87a N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		87b N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		88 X
89 a	501(c)(3) organizations. Enter. Amount of tax imposed on the organization during the year under section 4911 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		89b X
c	Enter. Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed <u>CA</u>		
b	Number of employees employed in the pay period that includes March 12, 2005	90b	0
91 a	The books are in care of <u>JOAN KARDASHIAN</u> Telephone no. <u>310-410-9600</u> Located at <u>1800 CENTURY PARK EAST, 14TH FLOOR, CENTURY CITY</u> ZIP + 4 <u>90067-1501</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <u>N/A</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	91b	X
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country <u>N/A</u>	91c	X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year <u>92</u>		<input type="checkbox"/>

Part VII Analysis of Income-Producing Activities (See the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
Note: Enter gross amounts unless otherwise indicated					
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events			01	50,696.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a <u>OTHER REVENUE</u>			01	14,581.	
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		65,277.	0.
105 Total (add line 104, columns (B), (D), and (E))					65,277.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Please Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: Joan Kardasian Date: 5/15/06 Type or print name and title: Executive Dir

Paid Preparer's Use Only Preparer's signature: [Signature] Date: 5/14/06 Check if self-employed: Preparer's SSN or PTIN: _____

Firm's name (do not use if self-employed): QUIGLEY & MIRON, CPA'S EIN: _____
 address, and ZIP + 4: 3550 WILSHIRE BOULEVARD--SUITE 1660
LOS ANGELES, CA 90010-2481 Phone no.: (213) 639-3550

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

OMB No 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

2005

Department of the Treasury
Internal Revenue Service

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization HERBALIFE FAMILY FOUNDATION	Employer identification number 51 0523266
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Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

Total number of other employees paid over \$50,000 ▶	0
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Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶	0
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Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of other contractors receiving over \$50,000 for other services ▶	0
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Part III Statements About Activities (See page 2 of the instructions.)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
e	Transfer of any part of its income or assets?		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)		X
b	Do you have a section 403(b) annuity plan for your employees?		X
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

- The organization is not a private foundation because it is: (Please check only ONE applicable box.)
- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
 - 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
 - 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
 - 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
 - 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► _____
 - 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
 - 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
 - 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
 - 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
 - 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: Type 1 Type 2 Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting.
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	16,170.				16,170.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	16,170.	0.	0.	0.	16,170.
24 Line 23 minus line 17	16,170.				16,170.
25 Enter 1% of line 23	162.				
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 323.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 0.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 16,170.
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____					26d
e Public support (line 26c minus line 26d total)					26e 16,170.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 100.0000%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A					
(2004) (2003) (2002) (2001)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A					
(2004) (2003) (2002) (2001)					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c N/A
d Add: Line 27a total _____ and line 27b total _____					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 7 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		

32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)	32d	

33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)	33h	

34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

N/A

(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)		36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)		37	
38 Total lobbying expenditures (add lines 36 and 37)		38	
39 Other exempt purpose expenditures		39	
40 Total exempt purpose expenditures (add lines 38 and 39)		40	
41 Lobbying nontaxable amount. Enter the amount from the following table -			
If the amount on line 40 is -	The lobbying nontaxable amount is -		
Not over \$500,000	20% of the amount on line 40	41	
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)		42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36		43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38		44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

(i) Cash

(ii) Other assets

b Other transactions:

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received: **N/A**

	Yes	No
51a(i)		<input checked="" type="checkbox"/>
a(ii)		<input checked="" type="checkbox"/>
b(i)		<input checked="" type="checkbox"/>
b(ii)		<input checked="" type="checkbox"/>
b(iii)		<input checked="" type="checkbox"/>
b(iv)		<input checked="" type="checkbox"/>
b(v)		<input checked="" type="checkbox"/>
b(vi)		<input checked="" type="checkbox"/>
c		<input checked="" type="checkbox"/>

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule: **N/A**

(a) Name of organization	(b) Type of organization	(c) Description of relationship

FORM 990	SPECIAL EVENTS AND ACTIVITIES				STATEMENT	1
DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME	
ATLANTA EXTRAVAGANZA	850,231.	540,369.	309,862.	309862.	0.	
ANAHEIM UNIVERSITY	24,637.		24,637.	5,000.	19,637.	
ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION	31,059.		31,059.	0.	31,059.	
TO FM 990, PART I, LINE 9	905,927.	540,369.	365,558.	314862.	50,696.	

FORM 990	CASH GRANTS AND ALLOCATIONS			STATEMENT	2
CLASSIFICATION	DONEE'S NAME	DONEE'S ADDRESS	DONEE'S RELATIONSHIP	AMOUNT	
CHILDREN'S PROGRAMS	ATLANTA CHILDREN'S SHELTER	607 PEACHTREE STREET, ATLANTA, GA 30308-0322	NONE	25,000.	
TSUNAMI RELIEF	SOS CHILDREN'S VILLAGES	1200 G STREET NW #550, WASHINGTON, DC 20005	NONE	40,000.	
TSUNAMI RELIEF	SAVE THE CHILDREN	54 WILTON ROAD, WESTPORT, CT 06880	NONE	150,000.	
TSUNAMI RELIEF	SAVE THE CHILDREN	54 WILTON ROAD, WESTPORT, CT 06880	NONE	15,472.	
HURRICANE KATRINA RELIEF	AMERICAN RED CROSS	2025 E STREET NW, WASHINGTON, DC 20006	NONE	50,000.	
HEALTH PROGRAMS	ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION	1140 CONNECTICUT AVENUE NW #200, WASHINGTON, DC	NONE	100,000.	
HEALTH PROGRAMS	ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION	1140 CONNECTICUT AVENUE NW #200, WASHINGTON, DC	NONE	36,328.	
CHILDREN'S PROGRAMS	A PLACE CALLED HOME	2830 SOUTH CENTRAL AVENUE, LOS ANGELES, CA 90011	NONE	60,200.	
CHILDREN'S PROGRAMS	A PLACE CALLED HOME	2830 SOUTH CENTRAL AVENUE, LOS ANGELES, CA 90011	NONE	325.	

Actions by
Unanimous Written Consent
In Lieu of Meeting
of the Board of Directors
Herbalife Family Foundation
a California Non-Profit Public Benefit Corporation

Pursuant to Section 5211(b) of the California Non-Profit Public Benefit Corporation Law, the undersigned, being all of the directors of Herbalife Family Foundation, a California non-profit public benefit corporation (the "Foundation"), do hereby dispense with the formality of a meeting and consent to and adopt the following recitals and resolutions by written consent:

I. Amendment of Bylaws

WHEREAS, it is deemed to be in the best interests of the Foundation to amend its Bylaws to 1) broaden its purpose of existence, 2) modify the tenure for which a director may serve and 3) remove the requirement that a corporate board be designated to (i) appoint at least one member of the Board of Directors and (ii) appoint a director in the absence of an existing member of the board of directors of the Foundation.

NOW THEREFORE BE IT RESOLVED, that the following amendments to the Bylaws of the Foundation are hereby adopted and approved:

Article II of the Bylaws of the Foundation is amended to read in its entirety as follows:

ARTICLE II
PURPOSES

This corporation is nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law exclusively for educational and charitable purposes. The corporation's mission is dedicated to enhancing the quality of children's lives by creating programs and supporting nonprofit organizations in the community who feed children and on a case-by-case basis consider projects that deal with at-risk children other than their feeding. This corporation elects to be governed by all of the provisions of the Nonprofit Public Benefit Corporation Law not otherwise applicable to it under Part 5 of that law. More specifically, this corporation is organized exclusively for charitable and education purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, or any successor to it ("Code").

Article IV, Section 3 of the Bylaws of the Foundation is amended to read in its entirety as follows:

ARTICLE IV
DIRECTORS

3. Selection and Tenure of Office

Directors shall serve for a term of one year and shall be elected by a majority of the Directors then in office to hold office until the expiration of such term and until a successor has been elected and qualified.

Article IV, Section 5 of the Bylaws of the Foundation is amended to read in its entirety as follows:

5. Removal of Directors

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with §5230) of the California Nonprofit Public Benefit Corporation Law. Any Director may be removed without cause by a majority of the Directors then in office. No reduction of the authorized number of Directors shall have the effect of removing any Director before his term of office expires.

II. Asia Earthquake/Tsunami Relief Fund

WHEREAS, on December 26, 2004 a 9.0 earthquake occurred off the western coast of Indonesia and a subsequent tsunami devastated the shores of Indonesia, Sri Lanka, South India, Thailand and other countries with waves as high as 100 ft (the "Tsunami") in which more than 275,000 people died;

WHEREAS, many children who survived the Tsunami found themselves parentless and homeless;

WHEREAS, the Foundation's mission is dedicated to enhancing the quality of children's lives by creating programs and supporting nonprofit organizations in the community who feed children; and

WHEREAS, in order to provide relief to the children whose lives were effected by the Tsunami, management recommended that a special fund be set up to accept donations, a fundraising goal of up to \$1 million be established, which funds would be donated to two international organizations that focus on the needs of children and who were already well-established in the affected regions: Save the Children and SOS Children Villages the use of said funds to be specified for those areas affected by the Tsunami (the "Tsunami Relief Fund").

NOW THEREFORE BE IT RESOLVED, that the actions taken by the Foundation to set up the Tsunami Relief Fund be ratified, adopted and approved; and

RESOLVED FURTHER, that the officers of the Foundation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Foundation, under its corporate seal or otherwise, to do or to perform, or cause to be done or performed, all such acts and deeds, and to make, execute and deliver, or cause to be made, executed or delivered, all such agreements, undertakings, documents, instruments or certificates, as such officer or officers may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolution.

III. Hurricane Relief Fund

WHEREAS, on August 25, 2005 Hurricane Katrina landed on shore in Miami, Florida and subsequently on August 29, 2005, Hurricane Katrina landed on shore along the Central Gulf Coast of Louisiana. The breached levee system which protected New Orleans from both Lake Pontchartrain and the Mississippi River caused much of the city of New Orleans to become flooded. Additional heavy damage was also inflicted onto the coasts of Mississippi and Alabama;

WHEREAS, on October 4, 2005, Hurricane Stan made landfall in southern and eastern Mexico. Over 100,000 inhabitants of the Sierra de los Tuxtlas region on the Gulf Coast were evacuated from their homes because of flooding and wind damage and subsequently many of these inhabitants sought shelter in Texas;

WHEREAS, over one million individuals were displaced with no food, shelter or clothing;

WHEREAS, the American Red Cross together with many other charitable organizations provided an infrastructure for shelters, dispensing food and water throughout Louisiana, Texas and other states that held thousands of evacuees;

WHEREAS, the Foundation's mission is dedicated to enhancing the quality of children's lives by creating programs and supporting nonprofit organizations in the community who feed children; and

WHEREAS, in order to provide relief to the men, woman and children whose lives were uprooted by Hurricanes Katrina and Stan, management recommended that a special fund be set up to accept donations, with a fundraising goal of up to \$100,000, which funds would be donated to the American Red Cross (the "Hurricane Relief Fund").

NOW THEREFORE BE IT RESOLVED, that the actions taken by the Foundation to set up the Hurricane Relief Fund be ratified, adopted and approved; and

RESOLVED FURTHER, that the officers of the Foundation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Foundation. under its corporate seal or otherwise, to do or to perform, or cause to be done or performed, all such acts and deeds, and to make, execute and deliver, or cause to be made, executed or delivered, all such agreements, undertakings, documents, instruments or certificates, as such officer or officers may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolution.

IV. Establishment of Casa Herbalife Programs

WHEREAS, the Casa Herbalife Program was developed to provide funds to existing organizations serving children to improve nutrition-related functions such as upgrading kitchens, appliances or the ability to provide healthier foods;

WHEREAS, management recommends the establishment of additional Casa Herbalife Programs throughout the US; and

WHEREAS, the Board of Directors has reviewed the benefits of the Casa Herbalife Program and based upon such review deems the Casa Herbalife Program as a productive vehicle to fulfill the Foundation's mission.

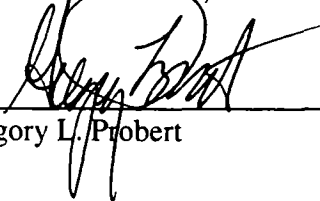
NOW THEREFORE BE IT RESOLVED that the officers of the Foundation be, and they hereby are authorized and directed to implement additional Casa Herbalife Programs, in concert with acceptable charitable organizations which serve children, each Casa Herbalife Program to be established, not to exceed in the aggregate, up to \$500,000 in donations;

RESOLVED FURTHER, that any Casa Herbalife Programs, in an aggregate amount in excess of \$500,000 in donations, are to be submitted to the Board of Directors for approval; and

RESOLVED FURTHER, that the officers of the Foundation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Foundation, under its corporate seal or otherwise, to do or to perform, or cause to be done or performed, all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed or delivered, all such agreements, undertakings, documents, instruments or certificates, as such officer or officers may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolution.

This Unanimous Written Consent may be executed in one or more counterparts which taken together shall be deemed to be a single document, shall be deemed to be a single document, shall be filed in the minute book of this corporation and shall become a part of the records of this corporation.

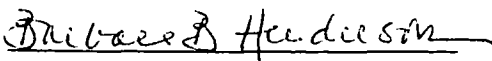
Dated: December 30, 2005




Gregory L. Probert



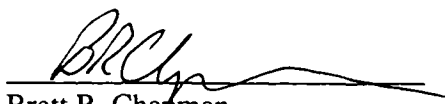
Richard P. Goudis



Barbara B. Henderson



Michael O. Johnson



Brett R. Chapman