

**Statement of Average-Gross Compensation
 of U.S. Supervisors**

Herbalife offers its Distributors an opportunity to achieve a lifetime of better health through its scientifically advanced weight-management and nutrition products. While many of our Distributors join the Herbalife family simply to enjoy our life-changing products, others want to share their results and take advantage of the many income benefits our business opportunity provides. With Herbalife, you can work part time and earn a supplemental income or focus solely on your Herbalife Distributorship and increase your financial potential. It's completely up to the individual how much he or she wants to achieve!

A Distributor earns profits by buying Herbalife products at wholesale and reselling them at retail. If the Distributor wants to increase his or her involvement in the business and enjoy the possibility of higher levels of income, he or she may sponsor others into the business and develop an organization.

Of those Distributors who have at least one sponsored Distributor, over 75% maintain the rank of Supervisor and above ("Leader"), qualifying them for additional compensation which is paid by Herbalife based upon the sales production of those they have sponsored directly and indirectly. The annual average-gross compensation paid by Herbalife to Leaders during 2002 exceeded \$2,000. 42% of Supervisors who are "Active" Supervisors and above (defined as those who generated at least 2,500 points of volume in 2002 after becoming Supervisor) had an annual average-gross compensation of \$4,975.

**2002
 ANNUAL AVERAGE-GROSS COMPENSATION PAID BY HERBALIFE TO USA
 LEADERS**

LEADERSHIP LEVEL			
EARNING LEVEL	% OF TOTAL LEADERS	% OF ACTIVE LEADERS	AVERAGE-GROSS COMPENSATION
President's Team	.2%	.5%	\$ 464,139
Millionaire Team	.5%	1.1%	\$ 92,527
GET	1.7%	4.2%	\$ 22,241
World Team	3.2%	7.7%	\$ 4,861
Supervisor	94.4%	86.6%	\$ 522
Total			\$ 4,975



The amounts above do not include the income Distributors can earn from their retail or wholesale profits, so the actual compensation may be somewhat higher, depending upon each Distributor's personal-selling efforts.

The figures stated above are not a guarantee nor are they a projection of a typical Distributor's earnings or profits. Like any other independent business, the achievement or failure of a Distributor depends upon his or her skill set, commitment and desire to succeed. At Herbalife, the opportunity to earn more is always available to each and every Distributor.