

05-01-2007



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Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Canadian Imperial Bank of Commerce, as collateral agent for Canadian Imperial Bank of Commerce, as administrative agent		03/08/2007	Canadian Chartered Bank acting through its New York Agent: CANADA

RECEIVING PARTY DATA

Name:	Arbonne International, LLC
Street Address:	9400 Jeronimo Road
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92618
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	1377809	AMIRÉE
Registration Number:	2098295	PUR ACTIVES
Registration Number:	2594925	INNER G-PLEX
Registration Number:	3159918	ARBONNE
Registration Number:	3204563	MANDARIN CASHMERE
Registration Number:	3213067	CRITI-CALCILIM BLEND
Registration Number:	1770981	ARBONNE
Registration Number:	2096008	ARBONNE SKIN FITNESS
Registration Number:	2860312	TRIPLE SHIELD ECHINACEA
Registration Number:	2992396	BIO-NUTRIA
Registration Number:	3209723	ARBONNE INTELLIGENCE...NOT SO BASIC SKIN CARE
Registration Number:	3173837	ARBONNE SMART NUTRITIONAL HYBRIDS

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Registration Number:	1773986	BIO-HYDRIA
Registration Number:	2100274	POC
Registration Number:	3159813	ARBONNE INTERNATIONAL
Registration Number:	1951526	ARBONNE BIO-NUTRIA
Registration Number:	2298969	GLORIOUS
Registration Number:	2982066	RE9
Registration Number:	3136895	ARBONNE NOW
Registration Number:	3145306	AIRD
Registration Number:	3209050	ARBONNE MEN'S GENDER SPECIFIC BLEND
Registration Number:	1976702	BIO-MATTE
Registration Number:	2346124	NUTRIMINC
Registration Number:	2991755	FIGURE EIGHT WEIGHT LOSS PROGRAM 8
Registration Number:	3209051	ARBONNE WOMEN'S GENDER SPECIFIC BLEND
Serial Number:	78774566	ARBONNE INTELLIGENCE...NOT SO BASIC HAIR CARE
Serial Number:	78887789	LUXURIOUS ALMOND
Serial Number:	78516071	NUTRIMENC
Serial Number:	78679006	PREP & PLUMP
Serial Number:	78869732	ESSENTIAL ENZYME BLEND
Serial Number:	78570101	ARBONNE LEARN & BURN
Serial Number:	78734882	FIGURE EIGHT 8 VANISH

CORRESPONDENCE DATA

Fax Number: (312)993-9767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-993-2622
 Email: gayle.grocke@lw.com
 Correspondent Name: Gayle D. Grocke c/o Latham & Watkins LLP
 Address Line 1: 233 S. Wacker Drive
 Address Line 2: Suite 5800
 Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	038265-0039
NAME OF SUBMITTER:	Gayle D. Grocke
Signature:	/gdg/
Date:	03/09/2007

Total Attachments: 4

FROM LATHAM & WATKINS LLP

(TUE) 5. 1'07 8:47/ST. 8:45/NO. 4861977888 P 10

TO: GAYLE D. GROCKE C/O LATHAM & WATKINS LLP COMPANY: 233 S. WACKER DRIVE

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TRADEMARK

REEL: 003533 FRAME: 0177

**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

This **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL** (this "Release"), dated as of March 8, 2007, is made by **CANADIAN IMPERIAL BANK OF COMMERCE**, as collateral agent (the "Collateral Agent") for **CANADIAN IMPERIAL BANK OF COMMERCE**, as administrative agent (the "Administrative Agent"), under the Credit Agreement referred to below (terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement).

WHEREAS, Levlad, LLC and Arbonne International, LLC (collectively, the "Borrowers" and, together with the Holdcos and certain Subsidiaries of the Borrowers, the "Grantors"), Levlad Intermediate Holdco, Inc. and Arbonne Intermediate Holdco, Inc. (the "Holdcos") and the Collateral Agent entered into that certain First Lien Credit Agreement, dated as of June 19, 2006 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Credit Agreement"), among the Borrowers, the Collateral Agent, the Administrative Agent and the various financial institutions party thereto as lenders thereunder (each individually a "Lender," and collectively, the "Lenders"), pursuant to which Credit Agreement the Lenders made credit extensions to the Borrowers;

WHEREAS, in connection with the Credit Agreement, and pursuant to those certain agreements listed on the Annex I attached hereto (collectively, the "Security Agreements"), the Borrowers and certain of the Borrowers' Subsidiaries granted security interests in certain intellectual property owned by the Grantors listed on Annex I attached hereto (collectively, the "Patent and Trademark Collateral"); and

WHEREAS, the Security Agreements were recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex I hereto;

NOW THEREFORE, the Collateral Agent hereby **RELEASES**, without representation, recourse or warranty whatsoever, all of its security interest in the Patent and Trademark Collateral, whether granted pursuant to the Security Agreements or any other agreement or document delivered in connection with the Credit Agreement, and the Collateral Agent hereby reassigns any and all such right, title and interest (if any) that the Collateral Agent may have in the Patent and Trademark Collateral to the appropriate Grantor.

The Collateral Agent agrees, at the Borrowers' expense, to cooperate with the Borrowers and its Subsidiaries and to provide the Borrowers and its Subsidiaries with the information and additional authorization reasonably required or desirable to effect the release of the Collateral Agent's security interest in the released collateral described herein.


FROM LATHAM & WATKINS LLP

(TUE) 5. 1'07 8:47/ST. 8:45/NO. 4861977888 P 12

TO: GAYLE D. GROCKE C/O LATHAM & WATKINS LLP COMPANY: 233 S. WACKER DRIVE

IN WITNESS WHEREOF, the Collateral Agent has executed this Release as of the date first above written.

CANADIAN IMPERIAL BANK OF COMMERCE,
as Collateral Agent

By: 
Name: **Gerald Girardi**
Title: **Canadian Imperial Bank of Commerce
Authorized Signatory**

By: _____
Name:
Title:

[Signature Page to Release of Security Interest in Intellectual Property Collateral]

TRADEMARK
REEL: 003533 FRAME: 0179

ANNEX I

The Grant of Security Interest in U.S. Trademark Rights, dated as of June 19, 2006, by Arbonne International, LLC, in favor of Canadian Imperial Bank of Commerce, as First Lien Collateral Agent, was recorded with the U.S. Patent and Trademark Office on July 5, 2006 at Reel/Frame No. 3341/0956.

U.S. Trademark Registrations	
Trademark	Registration Number
INNER G-PLEX	2,594,925
ARBONNE BIO-NUTRIA	1,951,526
BIO-MATTE	1,976,702
NUTRIMINC	2,346,124
GLORIOUS	2,298,969
PUR ACTIVES	2,098,295
POC	2,100,274
ARBONNE SKIN FITNESS	2,096,008
ARBONNE	1,770,981
AMIRÉE	1,377,809
BIO-HYDRIA	1,773,986
TRIPLE SHIELD ECHINACEA	2,860,312
BIO-NUTRIA	2,992,396
MANDARIN CASHMERE	3,204,563
ARBONNE INTELLIGENCE...NOT SO BASIC SKIN CARE	3,209,723
AIRD	3,145,306
ARBONNE SMART NUTRITIONAL HYBRIDS	3,173,837
ARBONNE MEN'S GENDER SPECIFIC BLEND	3,209,050
ARBONNE WOMEN'S GENDER SPECIFIC BLEND	3,209,051
CRITI-CALCIUM BLEND	3,213,067

U.S. Trademark Applications	
Trademark	Serial Number
RE9	78/326,332
ARBONNE INTERNATIONAL	78/325,797
ARBONNE	78/396,276

U.S. Trademark Applications	
Trademark	Serial Number
FIGURE EIGHT WEIGHT LOSS PROGRAM 8	78/336,703
NUTRIMENIC	78/516,071
ARBONNE NOW	78/525,066
ARBONNE LEARN & BURN	78/570,101
PREP & PLUMP	78/679,006
FIGURE EIGHT 8 VANISH	78/734,882
ARBONNE INTELLIGENCE...NOT SO BASIC HAIR CARE	78/774,566
ESSENTIAL ENZYME BLEND	78/869,732
LUXURIOUS ALMOND	78/887,789

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