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February 20, 2004

Direct Selling Association
1275 Pennsylvania Avenue, NW
Suite 800
Washington, DC 20004
Attn: DSA Awards Committee

RE: Grimes & Reese, PLLC

Ladies and Gentlemen::

I would like to nominate the Grimes & Reese law firm for the 2004 Partnership Award. I do so as an in-house lawyer, but also having been a private practice lawyer for many years. In both capacities, I have sought out Kevin and Spencer for their unique blend of legal expertise and industry know-how.

While I value the services of many DSA suppliers, there are none as deserving of this recognition as Grimes & Reese. Their willingness to assist Herbalife and other members of the industry in their legal affairs is matched only by the depth of their knowledge of the business principles and legal framework that govern our industry.

During the years I have worked with Kevin and Spencer, I have found their "tell it like it is" approach to be refreshing and exceptionally useful. Most notably, Grimes and Reese's advice and recommendations have been instrumental in guiding my thinking through the morass caused by the *Webster v. Omnitrition* decision. While their interpretation of the law is critically important, their insights into the realities of how the law is applied by the FTC in enforcement actions can only be described as invaluable.

How do you place a value on this advice? The only accurate response to this question is "how much are the issues worth?" Clearly, given the FTC's aggressive enforcement posture, failure to comply with the law governing our industry constitutes gambling with our industry's future and with the livelihoods of hundreds of thousands of people who operate independent businesses. The magnitude of this risk is so overwhelming that I and companies I have and do counsel will partner only with attorneys whom we can rely upon to assist the company with laser-like precision. In this respect I have found Grimes & Reese to be the finest legal representation servicing the network marketing industry and the ideal partner for our company.

I also wish to point out that even those direct sellers who have not worked directly with Grimes & Reese have nevertheless received an indirect benefit from the firm. While

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servicing their clients, the Grimes & Reese attorneys are forever urging companies to raise the bar when it comes to ethical practice. At the same time I have seen them teaching marketing strategies that will help companies reach their sales goals without succumbing to unnecessarily aggressive marketing tactics. These lessons and strategies have been adopted by their clients and non-clients alike, and the industry as a whole owes the firm its gratitude.

Very truly yours,



Paul Greenberg
Senior Counsel
Herbalife International, Inc.