Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ARBONNE INTERNATIONAL LLC 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
ARBONNE INTERNATIONAL LLC

3 PARK PLAZA STE 300
IRVINE, CA 92614

2b Employer Identification Number (EIN)
33-0762250

2c Sponsor's telephone number
949-705-3300

2d Business code (see instructions)
446120

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	02/02/2011	ASHLEY GOOD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	12/30/2010	ASHLEY GOOD
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ARBONNE INTERNATIONAL LLC

3 PARK PLAZA STE 300
IRVINE, CA 92614

3b Administrator's EIN
33-0762250

3c Administrator's telephone number
949-705-3300

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	683
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	524
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	177
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	701
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	701
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	532
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	105
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)		**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A Name of plan
ARBONNE INTERNATIONAL LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARBONNE INTERNATIONAL LLC

D Employer Identification Number (EIN)
33-0762250

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	51353	99624
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2698465	2465564
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)	132788	258893
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	2882606	2824081
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	104460	104460
k	Total liabilities (add all amounts in lines 1g through1j)	1k	104460	104460
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2778146	2719621

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	189274	
	(B) Participants	2a(1)(B)	1140018	
	(C) Others (including rollovers)	2a(1)(C)	298287	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1627579
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	1573	
	(F) Other	2b(1)(F)	8060	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9633
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-1262809
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		374403
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	277438	
	(2) To insurance carriers for the provision of benefits	2e(2)		
	(3) Other	2e(3)		
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		277438
f	Corrective distributions (see instructions)	2f		145455
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)	10035	
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)		
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10035
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		432928
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		-58525
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MILLER, KAPLAN, ARASE & CO. LLP **(2)** EIN: 95-2036255

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

ARBONNE INTERNATIONAL 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2008 AND 2007

ARBONNE INTERNATIONAL 401(k) PROFIT SHARING PLAN

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Independent Auditors' Report

Board of Trustees
Arbonne International 401(k) Profit Sharing Plan
4 Cromwell
Irvine, California 92618-1816

We were engaged to audit the financial statements and supplemental schedules of Arbonne International 401(k) Profit Sharing Plan as of December 31, 2008 and 2007 and for the year ended December 31, 2008, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Great-West Life & Annuity Insurance Company and Standard Insurance Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from Standard Insurance Company as of December 31, 2008 and for the year then ended, and Great-West Life & Annuity Insurance Company as of December 31, 2008 and 2007 and for the year ended December 31, 2008, that the information provided to the Plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Miller, Kaplan, Arase & Co., LLP

MILLER, KAPLAN, ARASE & CO., LLP

December 16, 2009

ARBONNE INTERNATIONAL 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2008	December 31, 2007
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Guaranteed Accounts	$ 258,893	$ 132,788
Pooled Separate Accounts	2,465,564	2,698,465
Participant Loans	99,624	51,353
TOTAL INVESTMENTS	2,824,081	2,882,606
Employee Contributions Receivable	47,923	-
Employer Contributions Receivable	23,828	-
TOTAL ASSETS	2,895,832	2,882,606
LIABILITIES		
Excess Contributions Payable	50,204	104,460
Forfeiture Reserve	90,564	51,326
TOTAL LIABILITIES	140,768	155,786
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,755,064	$ 2,726,820

(Attached notes are an integral part of this statement)

EXHIBIT "B"

ARBONNE INTERNATIONAL 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2008 TO DECEMBER 31, 2008

ADDITIONS	
INVESTMENT INCOME (LOSS)	
Interest and Dividends	$ 6,261
Loan Interest	1,573
Net (Depreciation) in Fair Value of Investments	(1,236,290)
NET INVESTMENT (LOSS)	(1,228,456)
OTHER ADDITIONS	
Employee Contributions	1,115,441
Employer Contributions	196,812
Rollover Contributions	298,288
TOTAL ADDITIONS	382,085
DEDUCTIONS	
Benefits	318,432
Fees	10,037
Forfeitures	25,372
TOTAL DEDUCTIONS	353,841
NET INCREASE	28,244
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of Year	2,726,820
End of Year	$ 2,755,064

(Attached notes are an integral part of this statement)

NOTE 1 - DESCRIPTION OF THE PLAN

Arbonne International 401(k) Profit Sharing Plan (the "Plan") is a defined contribution plan that covers employees of Arbonne International (the "Company"). The Plan was established on January 1, 1996 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

A. Eligibility

All employees are eligible to participate in the Plan after attaining age 18 and completing six months of service. Employees may enter the Plan on the earlier of January 1st or the first day of the next successive three-month period coincident with or next following satisfaction of the eligibility requirements.

B. Contributions

Participants may contribute to the Plan through tax-deferred salary reductions at an elected percentage up to 100% of compensation, as defined in the Plan, up to the maximum annual amount specified by the Internal Revenue Code (the "Code"). The Company may, at its discretion, make matching and profit sharing contributions. In 2008, the Company matched 25% of participants' deferrals of up to 6% of their compensation; there was no profit sharing contribution.

C. Vesting

A participant is fully vested immediately as to voluntary contributions, rollovers and related earnings. Company contributions are vested as follows:

Vesting Service (Years)	Vesting Percentage (%)
1	25
2	50
3	75
4	100

D. Forfeitures

Forfeitures will be used to reduce future Company contributions. Forfeitures totaled $25,372 in 2008.

E. Participant Loans

The maximum amount of any loan shall be the lesser of $50,000 or 50% of the participant's vested account balance. The minimum amount of any loan shall be $1,000. Only one loan may be outstanding at any one time. Interest on loans is charged at a reasonable rate as determined based on the prevailing interest rates for similar circumstances. Loans must be repaid within five years, except that loans for the purchase of a principal residence may be repaid over 15 years.

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

F. Benefits

Benefits are recorded when paid. Normal retirement is age 60. Benefits may be paid when a participant retires, dies, becomes disabled, ceases to be an employee, or reaches age 59½. Early retirement is not permitted. Hardship distributions are permitted.

G. Administrative Expenses

Most administrative expenses are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The Plan's financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

B. Investment Valuation and Income Recognition

In September 2006, the Financial Accounting Standards Board issued Statement on Financial Accounting Standards No. 157 (FAS 157) "Fair Value Measurements". FAS 157 clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about fair value measurements. The Plan adopted FAS 157 effective January 1, 2008. Adoption of the standard has no material impact on the financial statements.

FAS 157 establishes a fair value hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

Level 1 – Inputs are quoted prices in active markets.

Level 2 – Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 – Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following table summarizes the Plan's investments at December 31, 2008 based on the inputs used to value them:

	Level 1	Level 2	Level 3	Total
Guaranteed Accounts	$ -	$ -	$ 258,893	$ 258,893
Pooled Separate Accounts	-	2,465,564	-	2,465,564
Participant Loans	-	-	99,624	99,624
	$ -	$ 2,465,564	$ 358,517	$ 2,824,081

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. Investment Valuation and Income Recognition (Continued)

The following table reconciles the beginning and ending fair value of the Plan's Level 3 securities:

Balance at January 1, 2008	$ 184,141
Purchases/New Loans	353,503
Sales/Loan Payments	(179,127)
Balance at December 31, 2008	$ 358,517

Level 2 investments are pooled separate accounts valued at net asset value based on market prices for the underlying investments. Level 3 investments are guaranteed accounts valued at contract value, which approximates fair value, and participant loans valued at face value, which approximates fair value. Purchases and sales of securities are reflected on a trade-date basis. Net depreciation in fair value of investments relates to pooled separate accounts.

C. Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

D. Risks and Uncertainties

The Plan provides for various investment options in any combination of investments offered by the Plan. Investments are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with investments, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

NOTE 3 - PLAN TERMINATION

Although it has not expressed an intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. The accounts of the participants affected by a partial or complete termination of the Plan are nonforfeitable and will be determined as of the termination date, which will be treated as the valuation date.

NOTE 4 - INCOME TAX STATUS

The Internal Revenue Service issued a determination letter dated October 10, 2002, stating that the Plan was designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 5 - FINANCIAL INFORMATION CERTIFIED BY GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY AND STANDARD INSURANCE COMPANY

In accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, all of the investment information including investment income (loss) shown in the accompanying financial statements and supplemental schedules with the exception of participant loan balances as of December 31, 2007 and loan interest for the year ended December 31, 2008 has been certified as complete and accurate by the custodians of the Plan, Great-West Life & Annuity Insurance Company (through December 31, 2008) and Standard Insurance Company (as of December 31, 2008 and for the year then ended).

NOTE 6 - 5% INVESTMENTS

The following investments represent 5% or more of the Plan's net assets available for benefits as of December 31, 2008:

	Fair Value
Great-West Life & Annuity Insurance Company - Guaranteed Portfolio Fund	$ 258,893
Standard Insurance Company:	
Galliard Retirement Income Fund	174,126
PIMCO Total Return Insitutional Fund	275,644
Thornburg International Value Fund	153,779
GE Strategic Investment Fund	857,911
BlackRock Large Cap Value Fund I	138,283
Mainstay Large Cap Growth Fund I	144,069
Vanguard 500 Index Fund	294,885

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is reconciliation of net assets available for benefits per the financial statements to Form 5500:

	December 31, 2008	December 31, 2007
Net Assets Available for Benefits Per the Financial Statements	$ 2,755,064	$ 2,726,820
Add: Forfeiture Reserve	90,564	51,326
Less: Receivables	(71,751)	-
Difference in Excess Contributions Payable	(54,256)	-
Net Assets Per Form 5500	$ 2,719,621	$ 2,778,146

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of net increase per the financial statements to Form 5500.

		January 1, 2008 to December 31, 2008
Net Increase Per the Financial Statements		$ 28,244
Add:	Change in Forfeiture Reserve	39,238
Less:	Change in Receivables	(71,751)
	Difference in Excess Contributions Payable	(54,256)
Net (Loss) Per Form 5500		$ (58,525)

NOTE 8 - RELATED PARTY TRANSACTIONS

Certain investments held by the Plan are issued and managed by Standard Insurance Company and Great West Life & Annuity Insurance Company, the custodians, or its affiliates. Transactions related to these investments qualify as party in interest transactions; however, they are exempt from the prohibitions under ERISA.

NOTE 9 - DELINQUENT PARTICIPANT CONTRIBUTIONS

During the year ended December 31, 2008, the Company failed to remit $401 of participant loan repayments within 15 business days after the month in which they were withheld. Failure to remit or untimely remittances of participant contributions constitutes a prohibited transaction under Department of Labor regulations.

NOTE 10 - PLAN CHANGES

The Plan changed its custodian from Great West Life & Annuity Insurance Company to Standard Insurance Company, effective September 15, 2009. Coincident with the change in custodian, the Plan was restated to adopt the Standard Retirement Services, Inc. volume submitter 401(k) profit sharing plan.

The Plan was amended effective January 1, 2009, to waive the six months of service requirement to enter the Plan for employees employed on September 15, 2008. In addition, the 18 years of age requirement was waived for employees employed on October 1, 2008.

SUPPLEMENTAL SCHEDULES

ARBONNE INTERNATIONAL 401(k) PROFIT SHARING PLAN
FORM 5500
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
E.I.N. 33-0762250; PLAN NO. 001
JANUARY 1, 2008 TO DECEMBER 31, 2008

Identity of Party Involved	Relationship	Description	Amount
Arbonne International	Plan Sponsor	Remitted loan repayments after the time limits established by the Department of Labor	$ 401

ARBONNE INTERNATIONAL 401(k) PROFIT SHARING PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 33-0762250; PLAN NO. 001
DECEMBER 31, 2008

Identity of Issuer	Description of Investment	Fair Value
Great-West Life & Annuity Insurance Company*:	Guaranteed Account	
	Guaranteed Portfolio Fund	$ 258,893
Standard Insurance Company:*	Pooled Separate Accounts	
	Galliard Retirement Income Fund	174,126
	Alger Midcap Growth Institutional Fund	43,775
	PIMCO Total Return Institutional Fund	275,644
	Riversource Mid Cap Value Fund	44,016
	Thornburg International Value Fund	153,779
	Vanguard Intermediate Term Treasury Fund	45,574
	Victory Diversified Stock Fund	50,768
	Vanguard Total Bond Market Fund	41,140
	GE Strategic Investment Fund	857,911
	American Beacon Large Cap Value Institutional Fund	2,074
	BlackRock Large Cap Value Fund I	138,283
	Mainstay Large Cap Growth Fund I	144,069
	Turner Core Growth Fund II	2,825
	Vanguard 500 Index Fund	294,885
	Federated Mid-Cap Index Fund	29,228
	Allianz NFJ Small Cap Value Fund	20,781
	Vanguard Small Cap Index Fund	114,981
	Alger Small Cap Growth Institutional I Fund	3,620
	Dreyfus International Stock Index Fund	28,085
Participant Loans*	Interest Rates of 6.00% to 10.50%	99,624
*Party in Interest		$ 2,824,081

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Arbonne International LLC 401(k) Profit Sharing Plan **EIN:** 33-0762250
Plan Sponsor's Name Arbonne International LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	Standard Insurance Company	Pooled Separate Acct A	2,445,956	2,465,564
*	Participant Loans	(6.00%- 9.25%)	0	99,624