

**Amended Application¹ to Serve as
Independent Compliance Auditor for Herbalife**

Paul S. Atkins, Chief Executive Officer of Patomak Global Partners, LLC, submits
connection with the Federal Trade Commission Stipulated Order for Permanent
Injunction and Monetary Judgment dated July 25, 2016 .

Compliance Auditor for Herbalife dated August 9, 2016 is provided below.

A. Executive Summary

A brief description of how the Responder would complete the project.

Paul S. Atkins is Chief Executive Officer of Patomak Global Partners, LLC

Deborah Montick is a managing director at Patomak. Ms. Montick has over 25 years of experience advising investment advisory firms, the boards of directors of mutual funds, insurance companies, broker dealers, off-shore fund sponsors, and international financial holding companies on regulatory compliance matters. Ms. Montick served as
ment subsidiaries in the United States
(2004-2007 and 1993-1999); Associate General Counsel at Mitchell Hutchins Asset Management Inc. (1999-2001); Associate Counsel at Kemper Financial Services, Inc. (1989-1992); Senior Attorney at Guardian Life Insurance (1986-1989); and as an Enforcement Attorney at the SEC (1984-1986).

Benjamin Brown

Mr. Atkins audit to assess and report on and would serve as the principal point of contact for Herbalife and the FTC. Mr. Brown and Ms. Montick would assist Mr. Atkins with the day-to-day operation and oversight of the audit, and Messrs. Wilczynski and Flemmons would be responsible for the tech records (and those of business opportunity participants, as appropriate) related to compensation practices covered by the FTC Order. In order to complete the engagement in a timely and efficient manner, and to properly address the scope and substance of the engagement, Mr. Atkins may involve additional Patomak personnel as needed.

Mr. Atkins is not aware at this time of any existing or expected significant time commitments that would limit the above individuals availability for work on the ICA team.

C. Qualifications



List current or recent (within the past 10 years) project experience for members of the team relevant to the ICA duties and responsibilities; references for each project listed, including the name of the organization, contact person, title, address, e-mail address, and telephone number; and, if available, examples of non-confidential work product that is similar to the reports required for this project.

As noted above, Mr. Atkins and his firm have extensive experience assisting clients with regulatory compliance matters, including as an independent compliance consultant (ICC). For example:

1.

dealer.

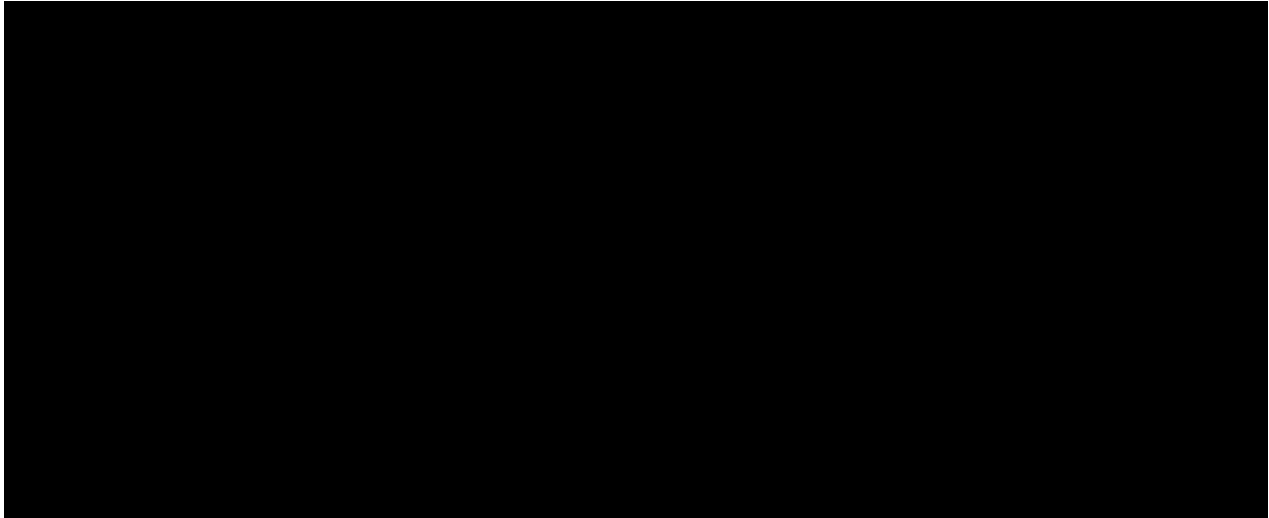
necessary amendments and/or enhancements that will enable Herbalife to satisfy its obligations under the Order. As described below, Mr. Atkins also envisions deploying his team to develop testing protocols to confirm that applicable policies and procedures are being followed and are working as intended.

Meetings with and Interviews of Firm Personnel and Business Opportunity Participants

Mr. Atkins and his team will meet with employees from a broad cross section of Herbalife departments involved in the compensation of business opportunity participants, including e, internal audit, accounting, and human resources departments, among others. Mr. Atkins contemplates an initial phase of meetings in a group setting as the ICA team becomes familiar with the company, its compensation practices, and the personnel involved in those practices, followed by a second phase of individual interviews with relevant personnel and members of management in connection with its audit and test work. Mr. Atkins also contemplates

after the conclusion of the engagement. [Order § VI.A] The following shall be ineligible for selection as the ICA or as a member of the ICA team: previous Herbalife board members, employees, or distributors and previous FTC Commissioners and Bureau Directors.

Mr. Atkins



H. Contact Information

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