

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(A)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(A) (1)

MANNATECH, INCORPORATED

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

563771 10 4

(CUSIP Number)

SIDLEY & AUSTIN
555 WEST FIFTH STREET, SUITE 4000
LOS ANGELES, CA 90013
ATTN: SHERWIN L. SAMUELS, ESQ.
(213) 896-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

OCTOBER 19, 1999

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

SAMUEL L. CASTER

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

5,713,549

(8) SHARED VOTING
POWER

(9) SOLE DISPOSITIVE
POWER

5,713,549

(10) SHARED DISPOSITIVE
POWER

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

WILLIAM C. FIORETTI

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

3,917,265

(8) SHARED VOTING
POWER

1,450,102

(9) SOLE DISPOSITIVE
POWER

3,917,265

(10) SHARED DISPOSITIVE
POWER

1,450,102

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

THE FIORETTI FAMILY PARTNERSHIP, LTD.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

(8) SHARED VOTING
POWER

1,450,102

(9) SOLE DISPOSITIVE
POWER

(10) SHARED DISPOSITIVE
POWER

1,450,102

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS

CHARLES E. FIORETTI

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

5,357,549

(8) SHARED VOTING
POWER

(9) SOLE DISPOSITIVE
POWER

5,357,549

(10) SHARED DISPOSITIVE
POWER

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

DONALD W. HERNDON

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

375,485

(8) SHARED VOTING
POWER

(9) SOLE DISPOSITIVE
POWER

375,485

(10) SHARED DISPOSITIVE
POWER

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

HARLEY REGINALD MCDANIEL, SR., M.D.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (d) OR 2 (e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

509,569

(8) SHARED VOTING
POWER

(9) SOLE DISPOSITIVE
POWER

509,569

(10) SHARED DISPOSITIVE
POWER

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

DICK HANKINS, JR.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

(8) SHARED VOTING
POWER

139,800

(9) SOLE DISPOSITIVE
POWER

(10) SHARED DISPOSITIVE
POWER

139,800

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

NANCY HANKINS

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

(8) SHARED VOTING
POWER

139,800

(9) SOLE DISPOSITIVE
POWER

(10) SHARED DISPOSITIVE
POWER

139,800

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS. S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

MARLIN RAY ROBBINS, JR.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) /X/
OF A GROUP* (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

(7) SOLE VOTING
POWER

899,333

(8) SHARED VOTING
POWER

(9) SOLE DISPOSITIVE
POWER

899,333

(10) SHARED DISPOSITIVE
POWER

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,362,652

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1. SECURITY AND ISSUER

This Schedule 13D relates to the common stock, par value \$0.0001 per share (the "Stock"), of Mannatech, Incorporated, a Texas corporation (the "Company"), which has its principal executive offices at 600 South Royal Lane, Suite 200, Coppell, TX, 75019.

ITEM 2. IDENTITY AND BACKGROUND

(a) This Schedule is being filed by the following persons:

- (i) Samuel L. Caster, an individual ("Mr. Caster"),
- (ii) William C. Fioretti, an individual ("Mr. W. Fioretti"),
- (iii) The Fioretti Family Partnership, Ltd., a Texas limited partnership (the "Fioretti Partnership"),
- (iv) Charles E. Fioretti, an individual ("Mr. C. Fioretti"),
- (v) Donald W. Herndon, an individual ("Mr. Herndon"),
- (vi) Harley Reginald McDaniel, Sr., M.D., an individual ("Dr. McDaniel"),
- (vii) Dick Hankins, Jr., an individual ("Mr. Hankins"),
- (viii) Nancy Hankins, an individual ("Mrs. Hankins"), and
- (ix) Marlin Ray Robbins, Jr., an individual ("Mr. Robbins").

Each of the persons or entities named above is referred to herein individually as a "Reporting Person" and collectively as the "Reporting Persons."

The filing of this Schedule shall not be construed as an admission that any Reporting Person is, for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934 (the "Act"), the beneficial owner of any securities covered by this Schedule except for the securities stated herein to be beneficially owned by such Reporting Person.

- (b), (c) (i) Mr. Caster's business address is 600 South Royal Lane, Suite 200, Coppell, TX, 75019. He is presently employed as the President of the Company which is located at the address indicated in the previous sentence.

- (ii) Mr. W. Fioretti's address is 6333 N. Highway 161, Suite 350, Irving, TX 75038. Mr. Fioretti is an investor.
- (iii) The Fioretti Partnership's address is 6333 N. Highway 161, Suite 350, Irving, TX 75038.
- (iv) Mr. C. Fioretti's business address is 600 South Royal Lane, Suite 200, Coppell, TX, 75019. He is employed by the Company as its Chief Executive Officer at the address listed in the previous sentence.
- (v) Mr. Herndon's business address is 600 South Royal Lane, Suite 200, Coppell, TX, 75019. He is employed by the Company as its Vice President of Marketing Administration at the address listed in the previous sentence.
- (vi) Dr. McDaniel's business address is 600 South Royal Lane, Suite 200, Coppell, TX, 75019. He is employed by the Company as a physician at the address listed in the previous sentence.
- (vii) Mr. Hankins' address is 1035 Runnymede Ct., Keller, TX 76248. Mr. Hankins is currently retired.
- (viii) Mrs. Hankins' address is 1035 Runnymede Ct., Keller, TX 76248. Mrs. Hankins is principally occupied as a homemaker.
- (ix) Mr. Robbins' address is 2201 Ingleside Dr., Grand Prairie, TX 75050. Mr. Robbins is employed by Robbins Ent., Inc. as a sales management lecturer at the address listed in the previous sentence.

(d), (e) None of the Reporting Persons during the last five years (1) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

- (f) Each Reporting Person who is a natural person is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The shares of stock reported on this Schedule 13D by the Reporting Persons (except for Mr. C. Fioretti) were purchased from the Company for a nominal consideration in connection with the Company's initial organization in 1994. Shortly thereafter, Mr. C. Fioretti purchased certain of his shares from the Company for \$50,000. In April, 1997, Mr. C. Fioretti received additional shares from the Company in consideration of services rendered to the Company.

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ITEM 4. PURPOSE OF TRANSACTION

On October 19, 1999 and October 20, 1999, certain of the Reporting Persons entered into discussions regarding the corporate governance

of the Company. Certain amendments to the Second Amended and Restated Bylaws of the Company (the "Bylaws") were considered by the Reporting Persons and as of October 20, 1999, the Reporting Persons executed a Majority Written Consent, the form of which is attached hereto as EXHIBIT B, (the "Consent") to amend the Bylaws to provide, among other things, (i) that the Company's shareholders may set the size of the Company's Board of Directors (the "Board"), (ii) that the Board would consist of seven directors, (iii) for revised procedures for calling, noticing and administering meetings of the Board, (iv) for revised duties for the Chairman of the Board of the Company, and (v) for revised procedures for amending certain bylaw provisions adopted by the Company's shareholders. Also, pursuant to the Consent, the Reporting Persons appointed James Doyle to fill a newly created vacancy on the Board.

Certain of the Reporting Persons met on October 22, 1999 to discuss the management of the Company and the composition of its the Board of Directors. The Reporting Persons will continue to consult with the Company's management with respect to such changes to management as the Board finds to be in the best interests of the Company.

Depending upon the market price thereof and upon other conditions, certain Reporting Persons may acquire additional Stock from time to time in the open market or otherwise. In addition, depending upon market prices and other conditions, certain Reporting Persons may dispose of some or all of their Stock at any time and from time to time in the open market or otherwise at prices which such Reporting Persons may determine.

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ITEM 5. INTEREST IN SECURITIES OF ISSUER

(a) As of the date hereof, the Reporting Persons, acting as a group within the meaning of Section 13(d)(3) of the Act, may be deemed to be a group beneficially owning, in the aggregate, 18,362,652 shares of Stock which constitute approximately 74.8% of the 24,564,563 shares of Stock outstanding as of August 10, 1999 (as reported on Amendment No. 1 to Form S-1 filed by the Company with the Commission on August 10, 1999).

(b) Mr. Hankins and Mrs. Hankins share voting and dispositive power with respect to their shares of Stock reported on this Schedule 13D. Mr. W. Fioretti, as the general partner of the Fioretti Partnership, may be deemed to share with the Fioretti Partnership voting and dispositive power with respect to the Fioretti Partnership's shares of Stock reported on this Schedule 13D. Except as set forth in this Item 5(b), none of the Reporting Persons has voting or dispositive power over another Reporting Person's shares of Stock. Each of the Reporting Persons disclaims beneficial ownership of the Stock for any other purposes.

(c) (i) On September 3, 1999, Mr. Herndon sold 14,090 shares of Stock at a price of \$8.00/share in an open market transaction. On September 7, 1999, Mr. Herndon sold 6,310 shares of Stock at a price of \$8.00/share in an open market transaction. On September 14, 1999, Mr. Herndon sold 9,700 shares of Stock at a price of \$8.00/share in an open market transaction. On September 27, 1999, Mr. Herndon sold 9,900 shares of Stock at a price of \$8.00/share in an open market transaction.

(ii) On August 30, 1999, Mr. Hankins and Mrs. Hankins sold 3,200 shares of Stock at a price of \$7.00/share in an open market transaction. On August 31, 1999, Mr. Hankins and Mrs. Hankins sold 6,000 shares of Stock at a price of \$7.00/share in an open market transaction. On September 1, 1999, Mr. Hankins and Mrs. Hankins sold 22,000 shares of Stock at a price of \$7.00/share in an open market transaction. On September 3, 1999, Mr. Hankins and Mrs. Hankins sold 5,000 shares of Stock at a price of \$8.00/share in an open market transaction. On September 7, 1999, Mr. Hankins and Mrs. Hankins sold 12,500 shares of Stock at a price of \$8.00/share in an

open market transaction. On September 14, 1999, Mr. Hankins and Mrs. Hankins sold 7,539 shares of Stock at a price of \$8.00/share in an open market transaction. On September 14, 1999, Mr. Hankins and Mrs. Hankins sold 1,000 shares of Stock at a price of \$8.00/share in an open market transaction. On October 19, 1999, Mr. Hankins and Mrs. Hankins sold 6,000 shares of Stock at a price of \$7.875/share in an open market transaction. On October 19, 1999, Mr. Hankins and Mrs. Hankins sold 3,200 shares of Stock at a price of \$7.88/share in an open market transaction.

(iii) On October 12, 1999, Mr. C. Fioretti sold 4,000 shares of Stock at a price of \$2.00/share in a privately negotiated transaction.

(d) Mr. Hankins and Mrs. Hankins share the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of their shares of Stock reported on this Schedule 13D. As the general partner of the Fioretti Partnership, Mr. W. Fioretti

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may be deemed to have the power to direct the receipt of dividends from, or the proceeds from the sale of the Fioretti Partnership's shares of Stock reported on this Schedule 13D. Except as set forth in this Item 5(d), no persons other than the Reporting Persons, with respect to the Stock, have the right to receive or power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Stock reported on this Schedule 13D.

(e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR
RELATIONSHIPS WITH RESPECT TO THE SECURITIES OF THE
ISSUER

Except for the Joint Filing Agreement among the Reporting Persons (a copy of which is being filed herewith as EXHIBIT A) there are no contracts, arrangements, understandings or relationships among the Reporting Persons or any other persons with respect to the securities of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

EXHIBIT A: Joint Filing Agreement among the Reporting Persons dated the date hereof.

EXHIBIT B: Majority Written Consent of the Shareholders of Mannatech, Incorporated, a Texas corporation, dated October 20, 1999.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 29, 1999.

/s/ SAMUEL L. CASTER

/s/ HARLEY REGINALD MCDANIEL, SR., M.D.

SAMUEL L. CASTER

HARLEY REGINALD MCDANIEL, SR., M.D.

/s/ WILLIAM C. FIORETTI

/s/ DICK HANKINS, JR.

WILLIAM C. FIORETTI

DICK HANKINS, JR.

THE FIORETTI FAMILY PARTNERSHIP

By: /s/ William C. Fioretti,

William C. Fioretti,
its General Partner

/s/ NANCY HANKINS

NANCY HANKINS

/s/ CHARLES E. FIORETTI

/s/ MARLIN RAY ROBBINS, JR.

CHARLES E. FIORETTI

MARLIN RAY ROBBINS, JR.

/s/ DONALD W. HERNDON

DONALD W. HERNDON

EXHIBIT A

JOINT FILING AGREEMENT

(Pursuant to Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, as amended)

Each of the undersigned hereby agrees to be included in the filing of the Schedule 13D dated October 29, 1999 and any subsequent amendments hereto, relating to the Common Stock, \$0.0001 par value per share, of Mannatech, Incorporated, a Texas corporation, beneficially owned by each of the undersigned.

October 29, 1999

/s/ SAMUEL L. CASTER

SAMUEL L. CASTER

/s/ HARLEY REGINALD MCDANIEL, SR., M.D.

HARLEY REGINALD MCDANIEL, SR., M.D.

/s/ WILLIAM C. FIORETTI

WILLIAM C. FIORETTI

/s/ DICK HANKINS, JR.

DICK HANKINS, JR.

THE FIORETTI FAMILY PARTNERSHIP

By: /s/ William C. Fioretti,

William C. Fioretti,
its General Partner

/s/ NANCY HANKINS

NANCY HANKINS

/s/ CHARLES E. FIORETTI

CHARLES E. FIORETTI

/s/ MARLIN RAY ROBBINS, JR.

MARLIN RAY ROBBINS, JR.

/s/ DONALD W. HERNDON

DONALD W. HERNDON

EXHIBIT A

EXHIBIT B

MAJORITY WRITTEN CONSENT OF THE SHAREHOLDERS OF MANNATECH, INCORPORATED

EXHIBIT B

MAJORITY WRITTEN CONSENT

OF THE

STOCKHOLDERS

OF

MANNATECH, INCORPORATED,

A TEXAS CORPORATION

OCTOBER 20, 1999

Pursuant to Sections 2.23(C) and 9.10(A) (1) of the Texas Business Corporation Act and Article Eleven of the Amended and Restated Articles of Incorporation of Mannatech, Incorporated, a Texas corporation (the "Corporation"), the undersigned, being the holders of a majority of the common stock of the Corporation, do hereby adopt the following resolutions as of the date first above written:

AMENDMENT OF BYLAWS - BOARD OF DIRECTORS

RESOLVED that Article III, Section 1 of the Second Amended and Restated Bylaws of the Corporation is deleted in its entirety and is replaced by the following:

"POWER; NUMBER; TERM OF OFFICE, ELECTION. The powers of the Corporation shall be exercised by or under the authority of, and the business

and affairs of the Corporation shall be managed by the Board of Directors except as the Board of Directors shall delegate the power to so manage to the Executive Committee or other committee. Directors need not be residents of the State of Texas or shareholders of the Corporation.

Unless otherwise provided in the Amended and Restated Articles of Incorporation, the number of directors that shall constitute the Board of Directors, which shall not be less than three, shall be determined from time to time either (i) by resolution of the Board of Directors (provided that no decrease in the number of directors that would have the effect of shortening the term of an incumbent director may be made by the Board of Directors) or (ii) by the shareholders at an annual meeting or a special meeting called for that purpose. The current number of directors is hereby set at seven. Each director shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

The directors shall be divided into three classes as nearly equal in number as possible and one class of directors shall be elected by plurality vote at each annual meeting of shareholders to hold office for a three-year term. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director."

APPOINTMENT OF DIRECTORS

RESOLVED that James Doyle is hereby appointed as a director of the Corporation to fill the vacancy created by the increase in the size of the Board of Directors, effective immediately. Mr. Doyle's term as a director shall expire in the year 2002.

AMENDMENT OF BYLAWS - MEETINGS OF THE BOARD OF DIRECTORS

RESOLVED that Article III, Section 4 of the Second Amended and Restated Bylaws of the Corporation is deleted in its entirety and is replaced by the following:

"MEETINGS; ORDER OF BUSINESS; ATTENDANCE OF COUNSEL. Regular or Special Meetings of the Board of Directors may be held within or outside the State of Texas. As the first item of business at each meeting of the Board of Directors, those directors participating in the meeting shall elect by majority vote a chairman for the meeting; upon his or her election, the chairman shall preside over the meeting of the Board of Directors and shall determine the order of business to be transacted at such meeting.

Unless authorized by a majority vote of the directors, no persons other than directors shall be present at any meeting of the Board of Directors. On the request of any director during a regular or special meeting of the Board of Directors, those directors participating in the meeting may, by majority vote, authorize such requesting director to have personal counsel attend the meeting. The director so requesting the attendance of counsel may participate in voting to determine whether such attendance of counsel shall be authorized.

Attendance of a director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened."

AMENDMENT OF BYLAWS - SPECIAL MEETINGS

RESOLVED that Article III, Section 6 of the Second Amended and Restated Bylaws of the Corporation is deleted in its entirety and is

replaced by the following:

"SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or by any two directors. Notice of such special meeting may be given either (i) by the person or persons who have called the meeting or (ii) by the Secretary upon the request of the person or persons who have called the meeting, in each case on at least 24 hours personal, written, electronic mail, telegraphic, cable, wireless, or facsimile notice to each

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director. Such notice or any waiver thereof pursuant to Article VIII, Section 3 hereof need not state the purpose or purposes of such meeting."

AMENDMENT OF BYLAWS - CHAIRMAN OF THE BOARD

RESOLVED that Article V, Section 5 of the Second Amended and Restated Bylaws of the Corporation is deleted in its entirety and is replaced by the following:

"POWERS AND DUTIES OF THE CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the shareholders and shall have such other powers and duties as designated in these bylaws and as from time to time may be assigned to that office by the Board of Directors."

AMENDMENT OF BYLAWS - NOTICE AND WAIVER OF NOTICE

RESOLVED that Article VIII, Section 3 of the Second Amended and Restated Bylaws of the Corporation is deleted in its entirety and is replaced by the following:

"NOTICE AND WAIVER OF NOTICE. Whenever any notice is required to be given by law, the Amended and Restated Articles of Incorporation or these bylaws, except with respect to notices of meetings of shareholders (with respect to which the provisions of Article II, Section 6 apply) and except with respect to notices of special meetings of the Board of Directors (with respect to which the provisions of Article III, Section 6 apply), said notice shall be deemed to be sufficient if given (a) by telegraphic, cable, telecopy, facsimile, electronic mail, or wireless transmission or (b) by deposit of same in a post office box in a sealed prepaid wrapper addressed to the person entitled thereto at his or her address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such transmission or mailing, as the case may be.

Whenever notice is required to be given by law, the Amended and Restated Articles of Incorporation or these bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the notice required to be given by law, the Amended and Restated Articles of Incorporation or these bylaws, as the case may be."

ADOPTION OF BYLAW PROVISION - AMENDMENT OF BYLAWS

RESOLVED that the Second Amended and Restated Bylaws of the Corporation shall be amended to include the following paragraph as a new Bylaw provision, to be numbered Article VIII, Section 7:

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"AMENDMENT OF BYLAWS. No provision of the Corporation's bylaws which has been adopted by the shareholders may be amended, modified or repealed, except by the vote of a majority of the shareholders. No bylaw provision which conflicts with or is contrary to a bylaw adopted by the shareholders

may be adopted, except by the vote of a majority of the shareholders."

* * *

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IN WITNESS WHEREOF, this Majority Written Consent is hereby executed as of the date first written above.

----- William C. Fioretti	(3,917,265 shares)
----- Fioretti Family Partnership, by William C. Fioretti, its General Partner	(1,450,102 shares)
----- Samuel L. Caster	(5,713,549 shares)
----- Donald W. Herndon	(375,485 shares)
----- H. Reginald McDaniel	(509,569 shares)
----- Dick R. Hankins, Jr. and Nancy L. Hankins (jointly with right of survivorship)	(139,800 shares)
----- Ray Robbins	(901,333 shares)
----- Charles E. Fioretti	(5,357,549 shares)

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