

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 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>06/30/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☒ 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 <u>P&G PRESTIGE PRODUCTS, INC. 401(K) PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1997</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1997</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1997</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>P&G PRESTIGE PRODUCTS, INC.</u> <u>2 PG PLAZA, TE-3 BOX 4D</u> <u>CINNCINNATI, OH 45202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-2937908</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>732-656-2742</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-2937908</u>	2c Sponsor's telephone number <u>732-656-2742</u>	2d Business code (see instructions) <u>424990</u>	
2b Employer Identification Number (EIN) <u>13-2937908</u>					
2c Sponsor's telephone number <u>732-656-2742</u>					
2d Business code (see instructions) <u>424990</u>					

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.	04/18/2011	SHERYL A WALTERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/18/2011	SHERYL A WALTERS
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") P&G PRESTIGE PRODUCTS, INC. 2 PG PLAZA, TE-3 BOX 4D CINNCINNATI, OH 45202	3b Administrator's EIN 13-2937908 3c Administrator's telephone number 732-656-2742
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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
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5 Total number of participants at the beginning of the plan year	5	310
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2G 2J 2K 3D 3H

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) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ **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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010	
A Name of plan P&G PRESTIGE PRODUCTS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 P&G PRESTIGE PRODUCTS, INC.	D Employer Identification Number (EIN) 13-2937908

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS
95-1411037

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
DAVIS FUNDS
52-1346931

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DREYFUS
13-5673135

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
EVERGREEN
04-6599663

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JANUS

43-1804048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PIMCO FUNDS

95-2632339

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

RIVERSOURCE

13-3180631

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

THORNBURG

85-0301299

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 49 50 52 60 63 64	NONE	5809	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

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
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **06/30/2010**

A Name of plan P&G PRESTIGE PRODUCTS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 P&G PRESTIGE PRODUCTS, INC.		
D Employer Identification Number (EIN) 13-2937908		

Part I	Asset and Liability Statement
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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)	135914	0
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	5630850	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	5766764	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5766764	0
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
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)	3960	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3960
(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)	22519	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		22519
(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)		
(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)		27420
c Other income.....	2c		3
d Total income. Add all income amounts in column (b) and enter total.....	2d		53902

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	145336	
(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)		145336
f Corrective distributions (see instructions)	2f		
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	24849	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		24849
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		170185

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-116283
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		5650481

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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: THE CUCHIN GROUP, LLC

(2) EIN: 61-1416081

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....		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.).....		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?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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: 0

- 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)
THE PROCTOR & GAMBLE SAVINGS PLAN	31-0411980	042

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010

A Name of plan <u>P&G PRESTIGE PRODUCTS, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>P&G PRESTIGE PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>13-2937908</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN**

**FINANCIAL REPORT
JUNE 30, 2010**

**P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN**

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All other schedules required under regulations of the U.S. Department of Labor are omitted because they are inapplicable, not required or the information is included in the financial statements or notes thereto.



INDEPENDENT AUDITOR'S REPORT

Trustee of the
P&G Prestige Products, Inc.
401(k) Profit Sharing Plan
New York, New York

We were engaged to audit the financial statements and supplemental schedule of P&G Prestige Products, Inc. 401(k) Profit Sharing Plan as of June 30, 2010 and December 31, 2009 and for the six months ended June 30, 2010, as listed in the accompanying contents. These financial statements 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 4, which was certified by Wells Fargo Bank, N.A., the Trustee of the plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Wells Fargo Bank, N.A. as of November 30, 2010 and December 31, 2009, and for the eleven months ended November 30, 2010 and the year ended December 31, 2009, that the information provided to the plan administrator by the Trustee 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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, 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.

THE CURCHIN GROUP, LLC

Red Bank, New Jersey
April 1, 2011

THE CURCHIN GROUP LLC

ASSURANCE SERVICES :: TAX :: FINANCIAL PLANNING :: BUSINESS ADVISORY

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P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	June 30, 2010	December 31, 2009
ASSETS:		
Investments, at fair value	\$ -	\$ 5,630,850
Participants' loans receivable, at fair value	-	135,914
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ -</u>	<u>\$ 5,766,764</u>

See auditor's report and notes to financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
SIX MONTHS ENDED JUNE 30, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 27,420
Interest income on participant loans	3,960
Dividends	<u>22,519</u>
	53,899
Less: Investment expenses	<u>(24,349)</u>

TOTAL ADDITIONS **\$ 29,550**

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	145,336
Administration expenses	497
Transfer of plan assets due to merger	<u>5,650,481</u>

TOTAL DEDUCTIONS **5,796,314**

NET DECREASE **(5,766,764)**

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>5,766,764</u>
End of year	<u>\$ -</u>

See auditor's report and notes to financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 1 - PLAN DESCRIPTION:

The following description of the P&G Prestige Products, Inc. 401(k) Profit Sharing Plan, (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General - The Plan is a defined contribution plan available to certain employees of P&G Prestige Products, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Covered Employees - All non-union Company employees who completed six months of service were eligible to participate in the Plan. Employees who were nonresident aliens and who did not receive any U.S. source income from the Company were also excluded from making elective deferrals to the Plan. The Plan was frozen December 31, 2007, and no new participants entered the Plan after this date. Eligible participants of the Company are currently included in other benefit plans of the parent company, The Procter & Gamble Company.

Contributions - The Plan was frozen December 31, 2007. Employer and employee contributions were no longer permitted to this plan after December 31, 2007. Prior to January 1, 2008, participants were allowed to defer up to the maximum percentage of compensation and dollar amount permissible under Section 402(g) of the Internal Revenue Code, not to exceed the limits of Code Sections 401(k), 404 and 415. In addition, certain participants could make "catch up" deferrals based upon statutory amounts. The Company matched 100% of the aggregate salary reduction contribution to the extent the aggregate contribution did not exceed 6% of compensation. The Company could also make discretionary Qualified Matching Contributions (QMAC), Discretionary Percentage Qualified Non-Elective Contributions (QNEC) or Corrective QNEC Contributions.

Merger - A resolution to merge the assets of the P&G Prestige Products, Inc. 401(k) Profit Sharing Plan into The Procter & Gamble Savings Plan (the "Savings Plan") on or about June 17, 2010, was executed on April 20, 2010. As a result, all investments in mutual funds, cash and participant loans were transferred from the Plan into the Savings Plan effective June 16, 2010.

Participant Accounts - Participant accounts are held in a variety of mutual and money market investment funds as directed by the individual participant. Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution and (b) Plan earnings, and charged with withdrawals or distributions the participant receives, investment losses or decreases in the value of investments and an allocation of administrative expenses paid out of the Plan, if any. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant account balances were transferred to the Savings Plan at the close of business June 16, 2010.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 1 - PLAN DESCRIPTION (CONTINUED):

Forfeited Accounts - Forfeited non-vested accounts will be used as follows, in order of use, i.e. first, second, etc.

<u>Disposition Method</u>	<u>Employer Contribution Type</u>	
	<u>All Non-Safe Harbor Matching Contributions</u>	<u>All Other Contributions</u>
a. Restoration of Participant Forfeitures.	First	First
b. Used to reduce Employer's contribution under the Plan.	—	Second
c. Used to reduce Employer's matching contribution.	Second	—
d. Allocate to all participants eligible to share in the allocations in the same proportion that each Participant's Compensation for the year bears to the Compensation of all other Participants for such year.	Third	Third
e. Used to offset Plan expenses.	Fourth	Fourth

The remaining forfeited non-vested accounts of approximately \$49,800 were transferred to the Savings Plan as of June 16, 2010. At December 31, 2009, forfeited non-vested accounts amounted to approximately \$54,600. Plan expenses were reduced by approximately \$5,300 from forfeited non-vested accounts in 2010.

Vesting - Effective December 31, 2007, the Plan was frozen and all participants became 100% vested in their full account balances. See Note 7 for further details regarding the freezing of the Plan.

Administration - The Trustee of the Plan is responsible for managing the operation and administration of the Plan.

Termination - The Company froze the Plan at the close of business on December 31, 2007. A decision was made to merge the Plan's assets into the Savings Plan in 2010. As a result of this decision, each account was valued and distributed into the Savings Plan in accordance with Plan provisions as of June 16, 2010.

Investment Options - Upon enrollment in the Plan, a participant could direct both employee and employer contributions in any of the investment options available to the Plan. Participants could change their investment options as they so desired.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 1 - PLAN DESCRIPTION (CONTINUED):

Participant Loans - Participants could borrow from their fund accounts a minimum of \$1,000 of their vested interest in the plan and up to a maximum of \$50,000 or 50% of their vested account balance, whichever was less. The loans are secured by the balance in the participant's account and bear interest at 5% per year or such other rate as is prescribed by the Plan Committee based on periodic re-evaluations of the adequacy of such rate. Loans issued prior to January 1, 2006 bear interest at prime plus one percent at the date of the loan. Principal and interest are paid back ratably, generally through payroll deduction, generally within five years from origination. Loan balances outstanding as of June 16, 2010, of approximately \$159,000 were transferred to the Savings Plan.

Payment of Benefits - On termination of service a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or installment payments. Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Benefits are recorded when paid.

Investment Valuation - All investments are reported at fair value as of the last day of the Plan year. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at their outstanding principal balances, which approximate fair value. The Plan does not hold any fully benefit-responsive contracts.

Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Expenses of the Plan - It is the intention of P&G Prestige Products, Inc. to absorb expenses incurred in the administration of the Plan. It is the responsibility of the Plan to pay any asset management fees. Participants are charged for loan initiation fees and various service fees.

Payment of Benefits - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments, including mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Subsequent Events - The Plan has evaluated events and transactions for potential recognition or disclosure through April 1, 2011, which is the date the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. All Plan assets were transferred to the Savings Plan effective June 16, 2010.

	Fair Value	Fair Value Measurement Using:	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2009</u>			
Mutual funds ¹	\$5,630,850	\$5,630,850	\$ -
Participant loans	<u>135,914</u>	<u>-</u>	<u>135,914</u>
Total	\$5,766,764	\$5,630,850	\$135,914

¹Mutual funds consist of the following Level 1 assets at December 31, 2009:

	<u>Fair Value</u>
Money market	\$ 252,311
Equity	2,966,487
International equity	1,030,796
Balanced	723,730
Other	<u>657,526</u>
	<u>\$5,630,850</u>

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED):

Level 1 Fair Value Measurements - The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements - Participant loans are not actively traded and significant other observable inputs are not available. The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3):

<u>Participant Loans</u>	<u>December 31,</u> <u>2009</u>
Beginning balance	\$128,714
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-
Purchases, sales, issuances, and settlements (net)	<u>7,200</u>
	<u>\$135,914</u>

NOTE 4 - CERTIFIED BY THE TRUSTEE (UNAUDITED):

Wells Fargo & Company (Wells Fargo) completed its acquisition of Wachovia Corporation on December 31, 2008. As of December 31, 2009, Wells Fargo Bank, N.A. and Wachovia Bank, N.A., both subsidiaries of Wells Fargo, remained separate banks. Wachovia Bank, N.A. remained as Trustee of the Plan until March 21, 2010, when Wells Fargo Bank, N.A. took over as Trustee of the Plan.

The June 30, 2010 and December 31, 2009 statements of net assets available for benefits, the investment activities included on the statement of changes in net assets available for benefits for the six months ended June 30, 2010, and the accompanying notes to the financial statements were prepared in part or entirely from unaudited information certified by Wells Fargo Bank, N.A., the Trustee, in accordance with 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 has obtained certifications from the Trustee that such information is complete and accurate. All Plan investments were transferred to the Savings Plan effective June 16, 2010.

The following is a summary of the unaudited information certified by the Trustee.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 4 - CERTIFIED BY THE TRUSTEE (UNAUDITED):

Investments held by the Plan consisted of:

	June 30, 2010	December 31, 2009
Investments at fair value:		
Evergreen Money Market I	\$ -	\$ 252,311
PIMCO Total Return CL A	-	657,526*
Perkins Balanced Fd CL S	-	723,730*
American Funds Fundamental Invs R3	-	64,509
Davis New York Venture A	-	915,034*
Dreyfus S&P 500 Index	-	798,125*
American Funds Gr Fund of America R3	-	428,050*
RiverSource Mid Cap Value CL A	-	31,020
Thornburg Core Growth CL R3	-	411,168*
Thornburg Int'l Value CL R3	-	392,189*
Evergreen Global Opportunities CL I	-	638,607*
Dreyfus Small Cap Stock Index	-	318,581*
	<u>-</u>	<u>-</u>
Total investments	<u>\$ -</u>	<u>\$5,630,850</u>
Participant loans	<u>\$ -</u>	<u>\$ 135,914</u>
Net appreciation in fair value of investments	<u>\$ 27,420</u>	<u>\$1,177,368</u>
Interest and dividends, net of investment expenses	<u>\$ 2,130</u>	<u>\$ 41,571</u>
Participant account balances and loan balances transferred on deconversion	<u>\$5,650,481</u>	<u>\$ -</u>

During 2010, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$27,420.

*Represents investments that are five percent or more of the Plan's net assets available for benefits at December 31, 2009.

NOTE 5 - TAX STATUS:

The Internal Revenue Service has determined by a letter dated November 19, 2001, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan was amended or restated effective January 1, 2006. The Plan's administrator and tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income tax has been included in the Plan's financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A., the Trustee of the Plan, and, therefore, these transactions qualify as party-in-interest transactions. Administrative fees were paid to the custodian for the six months ended June 30, 2010 and for the year ended December 31, 2009.

NOTE 7 - PLAN FREEZING:

The Company was acquired by The Procter & Gamble Company ("P&G") in 2005. During 2007, the Company began transitioning its human resource systems, payroll and benefit plans to harmonize with the corporate P&G platforms. The harmonization process was completed in 2008. As a result, the P&G Prestige Products 401(k) Profit Sharing Plan was frozen effective with the close of business on December 31, 2007. All participants became 100% vested in their full account balances with the account freezing. There were no further contributions or deferrals into the Plan, however, the other Plan features, including the loan provisions, remained the same until the Plan was merged in June 2010 into the Savings Plan.

**P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN**

**FINANCIAL REPORT
JUNE 30, 2010**

**P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN**

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All other schedules required under regulations of the U.S. Department of Labor are omitted because they are inapplicable, not required or the information is included in the financial statements or notes thereto.



INDEPENDENT AUDITOR'S REPORT

Trustee of the
P&G Prestige Products, Inc.
401(k) Profit Sharing Plan
New York, New York

We were engaged to audit the financial statements and supplemental schedule of P&G Prestige Products, Inc. 401(k) Profit Sharing Plan as of June 30, 2010 and December 31, 2009 and for the six months ended June 30, 2010, as listed in the accompanying contents. These financial statements 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 4, which was certified by Wells Fargo Bank, N.A., the Trustee of the plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Wells Fargo Bank, N.A. as of November 30, 2010 and December 31, 2009, and for the eleven months ended November 30, 2010 and the year ended December 31, 2009, that the information provided to the plan administrator by the Trustee 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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, 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.

THE CURCHIN GROUP, LLC

Red Bank, New Jersey
April 1, 2011

THE CURCHIN GROUP LLC

ASSURANCE SERVICES :: TAX :: FINANCIAL PLANNING :: BUSINESS ADVISORY

200 Schulz Drive, Suite 400 - Red Bank, NJ 07701-6745 (732) 747-0500 FAX (732) 747-7700 www.curchin.com

P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	June 30, 2010	December 31, 2009
ASSETS:		
Investments, at fair value	\$ -	\$ 5,630,850
Participants' loans receivable, at fair value	-	135,914
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ -</u>	<u>\$ 5,766,764</u>

See auditor's report and notes to financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
SIX MONTHS ENDED JUNE 30, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 27,420
Interest income on participant loans	3,960
Dividends	<u>22,519</u>
	53,899
Less: Investment expenses	<u>(24,349)</u>

TOTAL ADDITIONS **\$ 29,550**

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	145,336
Administration expenses	497
Transfer of plan assets due to merger	<u>5,650,481</u>

TOTAL DEDUCTIONS **5,796,314**

NET DECREASE **(5,766,764)**

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>5,766,764</u>
End of year	<u>\$ -</u>

See auditor's report and notes to financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 1 - PLAN DESCRIPTION:

The following description of the P&G Prestige Products, Inc. 401(k) Profit Sharing Plan, (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General - The Plan is a defined contribution plan available to certain employees of P&G Prestige Products, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Covered Employees - All non-union Company employees who completed six months of service were eligible to participate in the Plan. Employees who were nonresident aliens and who did not receive any U.S. source income from the Company were also excluded from making elective deferrals to the Plan. The Plan was frozen December 31, 2007, and no new participants entered the Plan after this date. Eligible participants of the Company are currently included in other benefit plans of the parent company, The Procter & Gamble Company.

Contributions - The Plan was frozen December 31, 2007. Employer and employee contributions were no longer permitted to this plan after December 31, 2007. Prior to January 1, 2008, participants were allowed to defer up to the maximum percentage of compensation and dollar amount permissible under Section 402(g) of the Internal Revenue Code, not to exceed the limits of Code Sections 401(k), 404 and 415. In addition, certain participants could make "catch up" deferrals based upon statutory amounts. The Company matched 100% of the aggregate salary reduction contribution to the extent the aggregate contribution did not exceed 6% of compensation. The Company could also make discretionary Qualified Matching Contributions (QMAC), Discretionary Percentage Qualified Non-Elective Contributions (QNEC) or Corrective QNEC Contributions.

Merger - A resolution to merge the assets of the P&G Prestige Products, Inc. 401(k) Profit Sharing Plan into The Procter & Gamble Savings Plan (the "Savings Plan") on or about June 17, 2010, was executed on April 20, 2010. As a result, all investments in mutual funds, cash and participant loans were transferred from the Plan into the Savings Plan effective June 16, 2010.

Participant Accounts - Participant accounts are held in a variety of mutual and money market investment funds as directed by the individual participant. Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution and (b) Plan earnings, and charged with withdrawals or distributions the participant receives, investment losses or decreases in the value of investments and an allocation of administrative expenses paid out of the Plan, if any. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant account balances were transferred to the Savings Plan at the close of business June 16, 2010.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 1 - PLAN DESCRIPTION (CONTINUED):

Forfeited Accounts - Forfeited non-vested accounts will be used as follows, in order of use, i.e. first, second, etc.

<u>Disposition Method</u>	<u>Employer Contribution Type</u>	
	<u>All Non-Safe Harbor Matching Contributions</u>	<u>All Other Contributions</u>
a. Restoration of Participant Forfeitures.	First	First
b. Used to reduce Employer's contribution under the Plan.	—	Second
c. Used to reduce Employer's matching contribution.	Second	—
d. Allocate to all participants eligible to share in the allocations in the same proportion that each Participant's Compensation for the year bears to the Compensation of all other Participants for such year.	Third	Third
e. Used to offset Plan expenses.	Fourth	Fourth

The remaining forfeited non-vested accounts of approximately \$49,800 were transferred to the Savings Plan as of June 16, 2010. At December 31, 2009, forfeited non-vested accounts amounted to approximately \$54,600. Plan expenses were reduced by approximately \$5,300 from forfeited non-vested accounts in 2010.

Vesting - Effective December 31, 2007, the Plan was frozen and all participants became 100% vested in their full account balances. See Note 7 for further details regarding the freezing of the Plan.

Administration - The Trustee of the Plan is responsible for managing the operation and administration of the Plan.

Termination - The Company froze the Plan at the close of business on December 31, 2007. A decision was made to merge the Plan's assets into the Savings Plan in 2010. As a result of this decision, each account was valued and distributed into the Savings Plan in accordance with Plan provisions as of June 16, 2010.

Investment Options - Upon enrollment in the Plan, a participant could direct both employee and employer contributions in any of the investment options available to the Plan. Participants could change their investment options as they so desired.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 1 - PLAN DESCRIPTION (CONTINUED):

Participant Loans - Participants could borrow from their fund accounts a minimum of \$1,000 of their vested interest in the plan and up to a maximum of \$50,000 or 50% of their vested account balance, whichever was less. The loans are secured by the balance in the participant's account and bear interest at 5% per year or such other rate as is prescribed by the Plan Committee based on periodic re-evaluations of the adequacy of such rate. Loans issued prior to January 1, 2006 bear interest at prime plus one percent at the date of the loan. Principal and interest are paid back ratably, generally through payroll deduction, generally within five years from origination. Loan balances outstanding as of June 16, 2010, of approximately \$159,000 were transferred to the Savings Plan.

Payment of Benefits - On termination of service a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or installment payments. Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Benefits are recorded when paid.

Investment Valuation - All investments are reported at fair value as of the last day of the Plan year. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at their outstanding principal balances, which approximate fair value. The Plan does not hold any fully benefit-responsive contracts.

Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Expenses of the Plan - It is the intention of P&G Prestige Products, Inc. to absorb expenses incurred in the administration of the Plan. It is the responsibility of the Plan to pay any asset management fees. Participants are charged for loan initiation fees and various service fees.

Payment of Benefits - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments, including mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Subsequent Events - The Plan has evaluated events and transactions for potential recognition or disclosure through April 1, 2011, which is the date the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. All Plan assets were transferred to the Savings Plan effective June 16, 2010.

		Fair Value Measurement Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2009</u>			
Mutual funds ¹	\$5,630,850	\$5,630,850	\$ -
Participant loans	<u>135,914</u>	<u>-</u>	<u>135,914</u>
Total	\$5,766,764	\$5,630,850	\$135,914

¹Mutual funds consist of the following Level 1 assets at December 31, 2009:

	<u>Fair Value</u>
Money market	\$ 252,311
Equity	2,966,487
International equity	1,030,796
Balanced	723,730
Other	<u>657,526</u>
	<u>\$5,630,850</u>

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED):

Level 1 Fair Value Measurements - The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements - Participant loans are not actively traded and significant other observable inputs are not available. The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3):

<u>Participant Loans</u>	<u>December 31,</u> <u>2009</u>
Beginning balance	\$128,714
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-
Purchases, sales, issuances, and settlements (net)	<u>7,200</u>
	<u>\$135,914</u>

NOTE 4 - CERTIFIED BY THE TRUSTEE (UNAUDITED):

Wells Fargo & Company (Wells Fargo) completed its acquisition of Wachovia Corporation on December 31, 2008. As of December 31, 2009, Wells Fargo Bank, N.A. and Wachovia Bank, N.A., both subsidiaries of Wells Fargo, remained separate banks. Wachovia Bank, N.A. remained as Trustee of the Plan until March 21, 2010, when Wells Fargo Bank, N.A. took over as Trustee of the Plan.

The June 30, 2010 and December 31, 2009 statements of net assets available for benefits, the investment activities included on the statement of changes in net assets available for benefits for the six months ended June 30, 2010, and the accompanying notes to the financial statements were prepared in part or entirely from unaudited information certified by Wells Fargo Bank, N.A., the Trustee, in accordance with 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 has obtained certifications from the Trustee that such information is complete and accurate. All Plan investments were transferred to the Savings Plan effective June 16, 2010.

The following is a summary of the unaudited information certified by the Trustee.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 4 - CERTIFIED BY THE TRUSTEE (UNAUDITED):

Investments held by the Plan consisted of:

	June 30, 2010	December 31, 2009
Investments at fair value:		
Evergreen Money Market I	\$ -	\$ 252,311
PIMCO Total Return CL A	-	657,526*
Perkins Balanced Fd CL S	-	723,730*
American Funds Fundamental Invs R3	-	64,509
Davis New York Venture A	-	915,034*
Dreyfus S&P 500 Index	-	798,125*
American Funds Gr Fund of America R3	-	428,050*
RiverSource Mid Cap Value CL A	-	31,020
Thornburg Core Growth CL R3	-	411,168*
Thornburg Int'l Value CL R3	-	392,189*
Evergreen Global Opportunities CL I	-	638,607*
Dreyfus Small Cap Stock Index	-	318,581*
	<u>-</u>	<u>-</u>
Total investments	<u>\$ -</u>	<u>\$5,630,850</u>
Participant loans	<u>\$ -</u>	<u>\$ 135,914</u>
Net appreciation in fair value of investments	<u>\$ 27,420</u>	<u>\$1,177,368</u>
Interest and dividends, net of investment expenses	<u>\$ 2,130</u>	<u>\$ 41,571</u>
Participant account balances and loan balances transferred on deconversion	<u>\$5,650,481</u>	<u>\$ -</u>

During 2010, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$27,420.

*Represents investments that are five percent or more of the Plan's net assets available for benefits at December 31, 2009.

NOTE 5 - TAX STATUS:

The Internal Revenue Service has determined by a letter dated November 19, 2001, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan was amended or restated effective January 1, 2006. The Plan's administrator and tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income tax has been included in the Plan's financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A., the Trustee of the Plan, and, therefore, these transactions qualify as party-in-interest transactions. Administrative fees were paid to the custodian for the six months ended June 30, 2010 and for the year ended December 31, 2009.

NOTE 7 - PLAN FREEZING:

The Company was acquired by The Procter & Gamble Company ("P&G") in 2005. During 2007, the Company began transitioning its human resource systems, payroll and benefit plans to harmonize with the corporate P&G platforms. The harmonization process was completed in 2008. As a result, the P&G Prestige Products 401(k) Profit Sharing Plan was frozen effective with the close of business on December 31, 2007. All participants became 100% vested in their full account balances with the account freezing. There were no further contributions or deferrals into the Plan, however, the other Plan features, including the loan provisions, remained the same until the Plan was merged in June 2010 into the Savings Plan.

**P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN**

**FINANCIAL REPORT
JUNE 30, 2010**

**P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN**

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All other schedules required under regulations of the U.S. Department of Labor are omitted because they are inapplicable, not required or the information is included in the financial statements or notes thereto.



INDEPENDENT AUDITOR'S REPORT

Trustee of the
P&G Prestige Products, Inc.
401(k) Profit Sharing Plan
New York, New York

We were engaged to audit the financial statements and supplemental schedule of P&G Prestige Products, Inc. 401(k) Profit Sharing Plan as of June 30, 2010 and December 31, 2009 and for the six months ended June 30, 2010, as listed in the accompanying contents. These financial statements 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 4, which was certified by Wells Fargo Bank, N.A., the Trustee of the plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Wells Fargo Bank, N.A. as of November 30, 2010 and December 31, 2009, and for the eleven months ended November 30, 2010 and the year ended December 31, 2009, that the information provided to the plan administrator by the Trustee 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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, 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.

THE CURCHIN GROUP, LLC

Red Bank, New Jersey
April 1, 2011

THE CURCHIN GROUP LLC

ASSURANCE SERVICES :: TAX :: FINANCIAL PLANNING :: BUSINESS ADVISORY

200 Schulz Drive, Suite 400 - Red Bank, NJ 07701-6745 (732) 747-0500 FAX (732) 747-7700 www.curchin.com

P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	June 30, 2010	December 31, 2009
ASSETS:		
Investments, at fair value	\$ -	\$ 5,630,850
Participants' loans receivable, at fair value	-	135,914
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ -</u>	<u>\$ 5,766,764</u>

See auditor's report and notes to financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
SIX MONTHS ENDED JUNE 30, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 27,420
Interest income on participant loans	3,960
Dividends	<u>22,519</u>
	53,899
Less: Investment expenses	<u>(24,349)</u>

TOTAL ADDITIONS **\$ 29,550**

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	145,336
Administration expenses	497
Transfer of plan assets due to merger	<u>5,650,481</u>

TOTAL DEDUCTIONS **5,796,314**

NET DECREASE **(5,766,764)**

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>5,766,764</u>
End of year	<u>\$ -</u>

See auditor's report and notes to financial statements.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 1 - PLAN DESCRIPTION:

The following description of the P&G Prestige Products, Inc. 401(k) Profit Sharing Plan, (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General - The Plan is a defined contribution plan available to certain employees of P&G Prestige Products, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Covered Employees - All non-union Company employees who completed six months of service were eligible to participate in the Plan. Employees who were nonresident aliens and who did not receive any U.S. source income from the Company were also excluded from making elective deferrals to the Plan. The Plan was frozen December 31, 2007, and no new participants entered the Plan after this date. Eligible participants of the Company are currently included in other benefit plans of the parent company, The Procter & Gamble Company.

Contributions - The Plan was frozen December 31, 2007. Employer and employee contributions were no longer permitted to this plan after December 31, 2007. Prior to January 1, 2008, participants were allowed to defer up to the maximum percentage of compensation and dollar amount permissible under Section 402(g) of the Internal Revenue Code, not to exceed the limits of Code Sections 401(k), 404 and 415. In addition, certain participants could make "catch up" deferrals based upon statutory amounts. The Company matched 100% of the aggregate salary reduction contribution to the extent the aggregate contribution did not exceed 6% of compensation. The Company could also make discretionary Qualified Matching Contributions (QMAC), Discretionary Percentage Qualified Non-Elective Contributions (QNEC) or Corrective QNEC Contributions.

Merger - A resolution to merge the assets of the P&G Prestige Products, Inc. 401(k) Profit Sharing Plan into The Procter & Gamble Savings Plan (the "Savings Plan") on or about June 17, 2010, was executed on April 20, 2010. As a result, all investments in mutual funds, cash and participant loans were transferred from the Plan into the Savings Plan effective June 16, 2010.

Participant Accounts - Participant accounts are held in a variety of mutual and money market investment funds as directed by the individual participant. Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution and (b) Plan earnings, and charged with withdrawals or distributions the participant receives, investment losses or decreases in the value of investments and an allocation of administrative expenses paid out of the Plan, if any. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant account balances were transferred to the Savings Plan at the close of business June 16, 2010.

**P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009**

NOTE 1 - PLAN DESCRIPTION (CONTINUED):

Forfeited Accounts - Forfeited non-vested accounts will be used as follows, in order of use, i.e. first, second, etc.

<u>Disposition Method</u>	<u>Employer Contribution Type</u>	
	<u>All Non-Safe Harbor Matching Contributions</u>	<u>All Other Contributions</u>
a. Restoration of Participant Forfeitures.	First	First
b. Used to reduce Employer's contribution under the Plan.	—	Second
c. Used to reduce Employer's matching contribution.	Second	—
d. Allocate to all participants eligible to share in the allocations in the same proportion that each Participant's Compensation for the year bears to the Compensation of all other Participants for such year.	Third	Third
e. Used to offset Plan expenses.	Fourth	Fourth

The remaining forfeited non-vested accounts of approximately \$49,800 were transferred to the Savings Plan as of June 16, 2010. At December 31, 2009, forfeited non-vested accounts amounted to approximately \$54,600. Plan expenses were reduced by approximately \$5,300 from forfeited non-vested accounts in 2010.

Vesting - Effective December 31, 2007, the Plan was frozen and all participants became 100% vested in their full account balances. See Note 7 for further details regarding the freezing of the Plan.

Administration - The Trustee of the Plan is responsible for managing the operation and administration of the Plan.

Termination - The Company froze the Plan at the close of business on December 31, 2007. A decision was made to merge the Plan's assets into the Savings Plan in 2010. As a result of this decision, each account was valued and distributed into the Savings Plan in accordance with Plan provisions as of June 16, 2010.

Investment Options - Upon enrollment in the Plan, a participant could direct both employee and employer contributions in any of the investment options available to the Plan. Participants could change their investment options as they so desired.

P&G PRESTIGE PRODUCTS, INC.
401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2010 AND YEAR ENDED DECEMBER 31, 2009

NOTE 1 - PLAN DESCRIPTION (CONTINUED):

Participant Loans - Participants could borrow from their fund accounts a minimum of \$1,000 of their vested interest in the plan and up to a maximum of \$50,000 or 50% of their vested account balance, whichever was less. The loans are secured by the balance in the participant's account and bear interest at 5% per year or such other rate as is prescribed by the Plan Committee based on periodic re-evaluations of the adequacy of such rate. Loans issued prior to January 1, 2006 bear interest at prime plus one percent at the date of the loan. Principal and interest are paid back ratably, generally through payroll deduction, generally within five years from origination. Loan balances outstanding as of June 16, 2010, of approximately \$159,000 were transferred to the Savings Plan.

Payment of Benefits - On termination of service a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or installment payments. Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Benefits are recorded when paid.

Investment Valuation - All investments are reported at fair value as of the last day of the Plan year. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at their outstanding principal balances, which approximate fair value. The Plan does not hold any fully benefit-responsive contracts.

Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Expenses of the Plan - It is the intention of P&G Prestige Products, Inc. to absorb expenses incurred in the administration of the Plan. It is the responsibility of the Plan to pay any asset management fees. Participants are charged for loan initiation fees and various service fees.

Payment of Benefits - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments, including mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Subsequent Events - The Plan has evaluated events and transactions for potential recognition or disclosure through April 1, 2011, which is the date the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. All Plan assets were transferred to the Savings Plan effective June 16, 2010.

	<u>Fair Value</u>	<u>Fair Value Measurement Using:</u>	
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
<u>December 31, 2009</u>			
Mutual funds ¹	\$5,630,850	\$5,630,850	\$ -
Participant loans	<u>135,914</u>	<u>-</u>	<u>135,914</u>
Total	<u>\$5,766,764</u>	<u>\$5,630,850</u>	<u>\$135,914</u>

¹Mutual funds consist of the following Level 1 assets at December 31, 2009:

	<u>Fair Value</u>
Money market	\$ 252,311
Equity	2,966,487
International equity	1,030,796
Balanced	723,730
Other	<u>657,526</u>
	<u>\$5,630,850</u>

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

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NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED):

Level 1 Fair Value Measurements - The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements - Participant loans are not actively traded and significant other observable inputs are not available. The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3):

<u>Participant Loans</u>	<u>December 31,</u> <u>2009</u>
Beginning balance	\$128,714
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-
Purchases, sales, issuances, and settlements (net)	<u>7,200</u>
	<u>\$135,914</u>

NOTE 4 - CERTIFIED BY THE TRUSTEE (UNAUDITED):

Wells Fargo & Company (Wells Fargo) completed its acquisition of Wachovia Corporation on December 31, 2008. As of December 31, 2009, Wells Fargo Bank, N.A. and Wachovia Bank, N.A., both subsidiaries of Wells Fargo, remained separate banks. Wachovia Bank, N.A. remained as Trustee of the Plan until March 21, 2010, when Wells Fargo Bank, N.A. took over as Trustee of the Plan.

The June 30, 2010 and December 31, 2009 statements of net assets available for benefits, the investment activities included on the statement of changes in net assets available for benefits for the six months ended June 30, 2010, and the accompanying notes to the financial statements were prepared in part or entirely from unaudited information certified by Wells Fargo Bank, N.A., the Trustee, in accordance with 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 has obtained certifications from the Trustee that such information is complete and accurate. All Plan investments were transferred to the Savings Plan effective June 16, 2010.

The following is a summary of the unaudited information certified by the Trustee.

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NOTE 4 - CERTIFIED BY THE TRUSTEE (UNAUDITED):

Investments held by the Plan consisted of:

	June 30, 2010	December 31, 2009
Investments at fair value:		
Evergreen Money Market I	\$ -	\$ 252,311
PIMCO Total Return CL A	-	657,526*
Perkins Balanced Fd CL S	-	723,730*
American Funds Fundamental Invs R3	-	64,509
Davis New York Venture A	-	915,034*
Dreyfus S&P 500 Index	-	798,125*
American Funds Gr Fund of America R3	-	428,050*
RiverSource Mid Cap Value CL A	-	31,020
Thornburg Core Growth CL R3	-	411,168*
Thornburg Int'l Value CL R3	-	392,189*
Evergreen Global Opportunities CL I	-	638,607*
Dreyfus Small Cap Stock Index	-	318,581*
	<u>-</u>	<u>-</u>
Total investments	<u>\$ -</u>	<u>\$5,630,850</u>
Participant loans	<u>\$ -</u>	<u>\$ 135,914</u>
Net appreciation in fair value of investments	<u>\$ 27,420</u>	<u>\$1,177,368</u>
Interest and dividends, net of investment expenses	<u>\$ 2,130</u>	<u>\$ 41,571</u>
Participant account balances and loan balances transferred on deconversion	<u>\$5,650,481</u>	<u>\$ -</u>

During 2010, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$27,420.

*Represents investments that are five percent or more of the Plan's net assets available for benefits at December 31, 2009.

NOTE 5 - TAX STATUS:

The Internal Revenue Service has determined by a letter dated November 19, 2001, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan was amended or restated effective January 1, 2006. The Plan's administrator and tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income tax has been included in the Plan's financial statements.

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NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A., the Trustee of the Plan, and, therefore, these transactions qualify as party-in-interest transactions. Administrative fees were paid to the custodian for the six months ended June 30, 2010 and for the year ended December 31, 2009.

NOTE 7 - PLAN FREEZING:

The Company was acquired by The Procter & Gamble Company ("P&G") in 2005. During 2007, the Company began transitioning its human resource systems, payroll and benefit plans to harmonize with the corporate P&G platforms. The harmonization process was completed in 2008. As a result, the P&G Prestige Products 401(k) Profit Sharing Plan was frozen effective with the close of business on December 31, 2007. All participants became 100% vested in their full account balances with the account freezing. There were no further contributions or deferrals into the Plan, however, the other Plan features, including the loan provisions, remained the same until the Plan was merged in June 2010 into the Savings Plan.