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

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CLARINS USA, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1988

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

15 OLYMPIC DRIVE
ORANGEBURG, NY 10962

2b Employer Identification Number (EIN) 13-3054298

2c Sponsor's telephone number 845-365-2500

2d Business code (see instructions) 423990

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.	07/27/2011	MARC ROSENBLUM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/27/2011	MARC ROSENBLUM
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CLARINS USA, INC.

15 OLYMPIC DRIVE
ORANGEBURG, NY 10962

3b Administrator's EIN
13-3054298

3c Administrator's telephone number
845-365-2500

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1431
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**	1733
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	137
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1870
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1870
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	481
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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 12/31/2010

A Name of plan
CLARINS USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
CLARINS USA, INC.

D Employer Identification Number (EIN)
13-3054298

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	38502-001	1870	01/01/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	3412808
5	Current value of plan's interest under this contract in separate accounts at year end	5	13815558

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	3246706
c	Additions: (1) Contributions deposited during the year	7c(1)	499193		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	95404		
	(4) Transferred from separate account	7c(4)	305499		
	(5) Other (specify below)	7c(5)	65477		
	▶ LOAN REPAYMENTS MISCELLANEOUS FORFEITURES				
	(6) Total additions			7c(6)	965573
d	Total of balance and additions (add **b** and **c(6)**)			7d	4212279
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	638981		
	(2) Administration charge made by carrier	7e(2)	787		
	(3) Transferred to separate account	7e(3)	76422		
	(4) Other (specify below)	7e(4)	83281		
	▶ LOAN INITIATIONS MISCELLANEOUS FORFEITURES				
	(5) Total deductions			7e(5)	799471
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	3412808

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
CLARINS USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLARINS USA, INC.

D Employer Identification Number (EIN)
13-3054298

Part I Service Provider Information (see instructions)

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	4600	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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: KOSTIN, RUFFKESS & COMPANY, LLC	**b** EIN:	06-0754920
c	Position: AUDITOR		
d	Address: 76 BATTERSON PARK RD. FARMINGTON, CT 06032-2587	**e** Telephone:	860-678-6019

Explanation: RESIGNED DUTIES

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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 12/31/2010

A Name of plan
CLARINS USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CLARINS USA, INC.

D Employer Identification Number (EIN)
13-3054298

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LC GR/TURNER INV PARTNERS

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-141	P	1665742

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PIMCO

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-299	P	1866593

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-132	P	697860

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/INTEGRITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-439	P	586934

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/INTEGRITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-441	P	182197

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL BLD/PICTET ASSET MGT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-534	P	1213971

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/ALGER MIDCAP GR STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-477	P	228294

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT INC & EQUITY FD I

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-515	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 158456

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT GROWTH FUND I

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-512	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 85525

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT BALANCED FUND I

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-513	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10902

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT CONSERVATIVE FD I

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-514	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26501

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME AGGRESSIVE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-166	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 304678

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME GROWTH FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-167	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1146771

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME BALANCED FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-168	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2009221

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME CONSERVATIVE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-169	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 253993

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME INCOME & EQUITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-170	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 222196

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1613733

a Name of MTIA, CCT, PSA, or 103-12 IE: LC VALUE/AJO FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-129	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1220900

a Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED I/WELLINGTON MGT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-084	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 321091

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT AGG GROWTH FD I

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-511	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BLEND/AQR

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-125	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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 12/31/2010

A Name of plan
CLARINS USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLARINS USA, INC.

D Employer Identification Number (EIN)
13-3054298

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	355590	363956
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	13690345	13815558
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3246706	3412808
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	17292641	17592322
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	40997	61126
k Total liabilities (add all amounts in lines 1g through1j)	1k	40997	61126
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17251644	17531196

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)	1772	
(B) Participants	2a(1)(B)	1303287	
(C) Others (including rollovers)	2a(1)(C)	285734	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1590793
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)	20860	
(F) Other	2b(1)(F)	95404	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		116264
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1679345
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		3386402
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3055726	
	(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)		3055726
f	Corrective distributions (see instructions)	2f		40232
g	Certain deemed distributions of participant loans (see instructions)	2g		5656
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)	5236	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5236
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3106850
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		279552
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EISNERLUBIN LLP **(2)** EIN: 13-0666270

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
CLARINS USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLARINS USA, INC.

D Employer Identification Number (EIN)
13-3054298

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** 0

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): 22-1211670

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 of 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**

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**

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):

---

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):

CLARINS USA, INC.
401(k) RETIREMENT PLAN

REPORT AS AT

DECEMBER 31, 2010

CLARINS USA, INC.
401(k) RETIREMENT PLAN

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EisnerLubin llp
certified public accountants and advisors

INDEPENDENT AUDITORS' REPORT

Clarins USA, Inc. 401(k) Retirement Plan
Orangeburg, New York

We were engaged to audit the accompanying statement of net assets available for benefits of Clarins USA, Inc. 401(k) Retirement Plan (the "Plan") as at December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule, Schedule H - Item 4i - Schedule of Assets (Held at End of Year) as at December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's trustees. The 2009 statement of net assets available for benefits was reported on by other auditors whose report dated June 24, 2010 on the statement disclaimed an opinion for the reasons described in the following paragraph.

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 investment information reported in the financial statements, which was certified by Prudential Retirement Insurance and Annuity Company the custodian of the assets of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as at and for the year ended December 31, 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and do not express, an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and the content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, has been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, is 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.

Eisner Lubin llp

EisnerLubin llp

New York, New York
July 21, 2011

CLARINS USA, INC.
401(k) RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
Investments, at fair value	$ 17,228,366*	$ 16,937,051*
Notes receivable from participants	363,956*	355,590*
Total	17,592,322	17,292,641
Less excess employee contributions payable	61,126	40,997
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,531,196	$ 17,251,644

*Certified by Prudential Retirement Insurance and Annuity Company

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.

CLARINS USA, INC.
401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS FOR THE YEAR
ENDED DECEMBER 31, 2010

Additions:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 1,679,345*
Interest and dividends	116,264*
Total income	1,795,609
Participant contributions (including rollovers of $285,734)	1,589,021
Total additions	3,384,630
Deductions:	
Benefits paid to participants	(3,101,614)
Transaction fees	(5,236)
Other	1,772
Total deductions	(3,105,078)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	279,552
Net assets available for benefits - beginning of year	17,251,644
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 17,531,196

*Certified by Prudential Retirement Insurance and Annuity Company

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.

Note A - Description of the Plan

The following brief description of the Clarins USA, Inc. 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan documents for more complete information.

General - The Plan is a voluntary defined contribution retirement savings plan available to all eligible employees, as defined in the Plan, of Clarins USA, Inc. (the "Company"). All contributions, including any employer contributions, are participant directed. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions - Participants may contribute an amount not less than 1% but not more than 22% of their compensation, as defined in the Plan agreement, for the contribution period. A participant's deferral is subject to Internal Revenue Service prescribed limits. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts and an insurance company contract as investment options for participant contributions. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

Effective April 1, 2009, matching contributions were suspended. A participant becomes eligible for matching contributions beginning with the participant's second anniversary year and upon completing 1,000 hours of service. The Company contributions are invested directly in the above investment options, as directed by the participant. Discretionary non-elective contributions are recorded annually. The Company made no discretionary non-elective contributions in 2010. Effective April 1, 2011, the Company resumed matching 50% of the participant's contribution up to a maximum of 6% of the participant's Plan compensation.

Participant Accounts - Each participant's account is credited with the participant's contribution, an allocation of the Company's contributions, if any, and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service, as denied in the Plan agreement. A participant becomes 20% vested after 1 year of service, 40% vested after 2 years of service, 60% vested after 3 years of service, 80% vested after 4 years of service, and 100% vested after 5 years of service. However, if an active participant dies prior to the normal retirement age or becomes totally disabled, the participant's account becomes 100% vested.

Note A - Description of the Plan (Continued)

Payment of Benefits - On termination of service, a participant with an account balance greater than $5,000 may elect to receive either a lump-sum amount equal to the value of their account, a distribution in the form of installment payments, or a combination of both. Participants with an account balance less than $5,000 will receive a lump-sum distribution. If the distribution exceeds $1,000 and the participant does not elect to receive a rollover in an eligible retirement plan, the participant will receive a rollover in an individual retirement plan determined by the plan administrator. Distributions are subject to the applicable provisions of the Plan agreement. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Participant Loans - Participants may borrow a minimum of $1,000 up to $50,000 or 50% of their account balance, whichever is less. Loan repayments are calculated on a fully amortized basis. A loan is collateralized by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans. For the year ended December 31, 2010, interest rates on outstanding loans ranged from 5.25% to 11.50%.

Note B - Summary of Significant Accounting Policies

Basis of Accounting - The Plan's financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The provisions require that the Statement of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. There is no material difference between contract value and fair value for the Plan's investment contract with the insurance company. Therefore, the Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation - Investments are reported at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note F - Fair Value Disclosures for discussion of fair value measurements.

Note B - Summary of Significant Accounting Policies (Continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties - The Plan provides for various investment options in any combination of an insurance company contract and various pooled separate accounts. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with these investments and their level of uncertainty related to the changes in their value, it is at least reasonably possible that changes in values in the near term could materially affect participants' account balances and the amounts reported in the accompanying Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Reclassifications - Effective January 1, 2010, the Plan adopted authoritative guidance on reporting loans to participants by defined contribution pension plans. In accordance with this guidance, participant loans are required to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance, plus any accrued but unpaid interest. The adoption of this accounting standard requires reclassification of participant loans from investments to notes receivable from participants on the Statement of Net Assets Available for Benefits as at December 31, 2010 and 2009. Accordingly, the 2009 financial statement has been reclassified to conform to the 2010 presentation. There was no impact on net assets available for benefits or changes in net assets available for benefits.

Note C - Related Party Transactions

Certain of the Plan's investments in funds are managed by Prudential Retirement insurance and Annuity Company ("PRIAC"). PRIAC is the Plan's custodian and, as such, transactions with PRIAC qualify as party-in-interest transactions. Personnel and facilities of the Sponsor have been used to perform administrative functions for the Plan at no charge to the Plan. Participant loans also qualify as party-in-interest transactions.

Note D - Tax Status

The plan administrator has obtained a tax determination letter dated July 8, 2010 from the Internal Revenue Service stating that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The plan administrator believes that the Plan and its underlying trust are designed and are currently being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note E - Investments

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, PRIAC has certified to the completeness and accuracy of the participant-directed investment information reflected on the accompanying statements of net assets available for benefits as at December 31, 2010 and 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the information reflected on the schedule of assets held for investment purposes as at December 31, 2010.

Investments in excess of 5% of net assets available for plan benefits as at December 31, 2010 and 2009 are as follows:

	2010	2009
Prudential Guaranteed Income	$ 3,412,808	$ 3,246,706
Prudential Dryden S&P 500 Index Fund	1,613,733	1,676,630
Prudential Large Cap Value/AJO Fund	1,220,900	1,024,543
Prudential International Blend/Munder Capital Fund		1,173,644
Prudential International Blend/Pictet Asset Management Fund	1,213,971	
Prudential Core Plus Bond/Pimco	1,866,593	1,811,490
Prudential Le Gr Turner Investment Partners	1,665,742	1,538,105
Prudential Lifetime Growth Fund	1,146,771	1,362,275
Prudential Lifetime Balanced Fund	2,009,221	2,161,382

The net appreciation in fair value of investments (including gains and losses on investments bought and sold, as well as held during the year) arose substantially from pooled separate accounts.

One of the Plan's investment options is the Prudential Guaranteed Income Fund ("PGIF"), a fully benefit-responsive investment contract. PRIAC commingles the assets of the PGIF with other assets. In certain instances, when total distributions or transfers in the PGIF within a calendar year exceed predetermined thresholds (e.g. 10% of the balance of the fund on the first day of the year), transactions in the PGIF may face certain restrictions, in accordance with the contract terms. This could potentially result in the PGIF not being fully benefited responsive. As discussed in Note B, the PGIF is included in the financial statements at contract value, which, principally because of the periodic interest rate reset process, approximates fair value.

There are no reserves against contract value for credit risk. The average yield and crediting interest rate was 3.00% during 2010. The crediting interest rate is determined on a monthly basis by an actuarial formula, as designated by PRIAC. The crediting interest rate is determined using many factors, as designated by PRIAC, subject to a minimum of 1.5% a year.

Note F - Fair Value Disclosures

Accounting principles generally accepted in the United States define fair value as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The fair value should be based on assumptions that market participants would use, including a consideration of non-performance risk.

In determining fair value, various valuation techniques are utilized and observable inputs are prioritized. The availability of observable inputs varies from instrument to instrument and depends on a variety of factors including the type of instrument, whether the instrument is actively traded, and other characteristics particular to the transaction. For many financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the marketplace and may require management judgment.

The inputs used to measure fair value are assessed using a three-tier hierarchy based on the extent to which inputs used in measuring fair value are observable in the market. Level 1 inputs include quoted prices in active markets for identical instruments and are the most observable. Level 2 inputs include quoted prices for similar assets and inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are not observable in the market and include management's judgments about the assumptions market participants would use in pricing the asset. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Disclosures concerning assets measured at fair value on a recurring basis are as follows:

	Balance at December 31, 2010	
	Level 2	Level 3
Pooled separate accounts	$ 13,815,558	
Guaranteed income fund		$ 3,412,808
Total	$ 13,815,558	$ 3,412,808

Note F - Fair Value Disclosures (Continued)

	Balance at December 31, 2009	
	Level 2	Level 3
Pooled separate accounts	$ 13,690,345	
Guaranteed income fund		$ 3,246,706
Total	$ 13,690,345	$ 3,246,706

The following table summarizes the changes in Level 3 assets for the year ended December 31, 2010:

Beginning balance	$ 3,246,706
Purchases, sales, issuances and settlements (net)	166,102
Ending balance	$ 3,412,808

Gain and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2010 are reported in net appreciation in fair value of investments.

Note G - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

Note H - Forfeitures

Forfeitures result from non-vested Company contributions remaining in the Plan from terminated employees. The forfeiture reserve of $43,074 and $20,194 at December 31, 2010 and 2009, respectively, is available to offset Company cash contributions or pay Plan expenses, which would be otherwise payable by the Company, in accordance with the plan agreement.

Note I - Subsequent Events

Subsequent events have been evaluated through July 21, 2011, which is the date the financial statements were available to be issued.

CLARINS USA, INC.
401(k) RETIREMENT PLAN

SCHEDULE H, ITEM 4i - SCHEDULE
OF ASSETS (HELD AT END OF YEAR)
AS AT DECEMBER 31, 2010

Employer Identification
Number: 13-3054298
Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company ("PRIAC")	Prudential Guaranteed Income Fund	**	$ 3,412,808
*	PRIAC	Prudential Core Plus Bond/Pimco	**	1,866,593
*	PRIAC	Prudential Le Gr Turner Investment	**	1,665,742
*	PRIAC	Prudential Mid Cap Value Integrity	**	182,197
*	PRIAC	Prudential SA/Alger Mid Cap Growth Strategy Fund	**	228,294
*	PRIAC	Ifx Long Term Inc. & Equity Fund I	**	158,456
*	PRIAC	Ifx Long Term Balanced Fund I	**	10,902
*	PRIAC	Ifx Long Term Growth Fund I	**	85,525
*	PRIAC	Ifx Long Term Conservative Fund I	**	26,501
*	PRIAC	Prudential Balanced I/Wellington Management Fund	**	321,091
*	PRIAC	Prudential Dryden S&P 500 Index Fund	**	1,613,733
*	PRIAC	Prudential International Blend/Pictet Asset Management Fund	**	1,213,971
*	PRIAC	Prudential Large Cap Value/AJO Fund	**	1,220,900
*	PRIAC	Prudential Lifetime Aggressive Fund	**	304,678
*	PRIAC	Prudential Lifetime Growth Fund	**	1,146,771
*	PRIAC	Prudential Lifetime Balanced Fund	**	2,009,221
*	PRIAC	Prudential Lifetime Conservative Fund	**	253,993
*	PRIAC	Prudential Lifetime Income & Equity Fund	**	222,196
*	PRIAC	Prudential Small Cap Growth/Timesquare Fur	**	697,860
*	PRIAC	Prudential Small Cap Value/Integrity Fund	**	586,934
		Total		17,228,366
*		Notes receivable from participants	5.25% - 11.50%	363,956
		TOTAL		$ 17,592,322

* Party-in-interest

**Cost information is not applicable for participant directed investments

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.

CLARINS USA, INC.
401(k) RETIREMENT PLAN

REPORT AS AT

DECEMBER 31, 2010

CLARINS USA, INC.
401(k) RETIREMENT PLAN

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EisnerLubin llp
certified public accountants and advisors

INDEPENDENT AUDITORS' REPORT

Clarins USA, Inc. 401(k) Retirement Plan
Orangeburg, New York

We were engaged to audit the accompanying statement of net assets available for benefits of Clarins USA, Inc. 401(k) Retirement Plan (the "Plan") as at December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule, Schedule H - Item 4i - Schedule of Assets (Held at End of Year) as at December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's trustees. The 2009 statement of net assets available for benefits was reported on by other auditors whose report dated June 24, 2010 on the statement disclaimed an opinion for the reasons described in the following paragraph.

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 investment information reported in the financial statements, which was certified by Prudential Retirement Insurance and Annuity Company the custodian of the assets of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as at and for the year ended December 31, 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and do not express, an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and the content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, has been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, is 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.

Eisner Lubin llp

EisnerLubin llp

New York, New York
July 21, 2011

CLARINS USA, INC.
401(k) RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
Investments, at fair value	$ 17,228,366*	$ 16,937,051*
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NET ASSETS AVAILABLE FOR BENEFITS	$ 17,531,196	$ 17,251,644

*Certified by Prudential Retirement Insurance and Annuity Company

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.

CLARINS USA, INC.
401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS FOR THE YEAR
ENDED DECEMBER 31, 2010

Additions:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 1,679,345*
Interest and dividends	116,264*
Total income	1,795,609
Participant contributions (including rollovers of $285,734)	1,589,021
Total additions	3,384,630
Deductions:	
Benefits paid to participants	(3,101,614)
Transaction fees	(5,236)
Other	1,772
Total deductions	(3,105,078)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	279,552
Net assets available for benefits - beginning of year	17,251,644
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 17,531,196

*Certified by Prudential Retirement Insurance and Annuity Company

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.

Note A - Description of the Plan

The following brief description of the Clarins USA, Inc. 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan documents for more complete information.

General - The Plan is a voluntary defined contribution retirement savings plan available to all eligible employees, as defined in the Plan, of Clarins USA, Inc. (the "Company"). All contributions, including any employer contributions, are participant directed. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions - Participants may contribute an amount not less than 1% but not more than 22% of their compensation, as defined in the Plan agreement, for the contribution period. A participant's deferral is subject to Internal Revenue Service prescribed limits. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts and an insurance company contract as investment options for participant contributions. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

Effective April 1, 2009, matching contributions were suspended. A participant becomes eligible for matching contributions beginning with the participant's second anniversary year and upon completing 1,000 hours of service. The Company contributions are invested directly in the above investment options, as directed by the participant. Discretionary non-elective contributions are recorded annually. The Company made no discretionary non-elective contributions in 2010. Effective April 1, 2011, the Company resumed matching 50% of the participant's contribution up to a maximum of 6% of the participant's Plan compensation.

Participant Accounts - Each participant's account is credited with the participant's contribution, an allocation of the Company's contributions, if any, and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service, as denied in the Plan agreement. A participant becomes 20% vested after 1 year of service, 40% vested after 2 years of service, 60% vested after 3 years of service, 80% vested after 4 years of service, and 100% vested after 5 years of service. However, if an active participant dies prior to the normal retirement age or becomes totally disabled, the participant's account becomes 100% vested.

Note A - Description of the Plan (Continued)

Payment of Benefits - On termination of service, a participant with an account balance greater than $5,000 may elect to receive either a lump-sum amount equal to the value of their account, a distribution in the form of installment payments, or a combination of both. Participants with an account balance less than $5,000 will receive a lump-sum distribution. If the distribution exceeds $1,000 and the participant does not elect to receive a rollover in an eligible retirement plan, the participant will receive a rollover in an individual retirement plan determined by the plan administrator. Distributions are subject to the applicable provisions of the Plan agreement. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Participant Loans - Participants may borrow a minimum of $1,000 up to $50,000 or 50% of their account balance, whichever is less. Loan repayments are calculated on a fully amortized basis. A loan is collateralized by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans. For the year ended December 31, 2010, interest rates on outstanding loans ranged from 5.25% to 11.50%.

Note B - Summary of Significant Accounting Policies

Basis of Accounting - The Plan's financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The provisions require that the Statement of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. There is no material difference between contract value and fair value for the Plan's investment contract with the insurance company. Therefore, the Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation - Investments are reported at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note F - Fair Value Disclosures for discussion of fair value measurements.

Note B - Summary of Significant Accounting Policies (Continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties - The Plan provides for various investment options in any combination of an insurance company contract and various pooled separate accounts. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with these investments and their level of uncertainty related to the changes in their value, it is at least reasonably possible that changes in values in the near term could materially affect participants' account balances and the amounts reported in the accompanying Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Reclassifications - Effective January 1, 2010, the Plan adopted authoritative guidance on reporting loans to participants by defined contribution pension plans. In accordance with this guidance, participant loans are required to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance, plus any accrued but unpaid interest. The adoption of this accounting standard requires reclassification of participant loans from investments to notes receivable from participants on the Statement of Net Assets Available for Benefits as at December 31, 2010 and 2009. Accordingly, the 2009 financial statement has been reclassified to conform to the 2010 presentation. There was no impact on net assets available for benefits or changes in net assets available for benefits.

Note C - Related Party Transactions

Certain of the Plan's investments in funds are managed by Prudential Retirement insurance and Annuity Company ("PRIAC"). PRIAC is the Plan's custodian and, as such, transactions with PRIAC qualify as party-in-interest transactions. Personnel and facilities of the Sponsor have been used to perform administrative functions for the Plan at no charge to the Plan. Participant loans also qualify as party-in-interest transactions.

Note D - Tax Status

The plan administrator has obtained a tax determination letter dated July 8, 2010 from the Internal Revenue Service stating that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The plan administrator believes that the Plan and its underlying trust are designed and are currently being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note E - Investments

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, PRIAC has certified to the completeness and accuracy of the participant-directed investment information reflected on the accompanying statements of net assets available for benefits as at December 31, 2010 and 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the information reflected on the schedule of assets held for investment purposes as at December 31, 2010.

Investments in excess of 5% of net assets available for plan benefits as at December 31, 2010 and 2009 are as follows:

	2010	2009
Prudential Guaranteed Income	$ 3,412,808	$ 3,246,706
Prudential Dryden S&P 500 Index Fund	1,613,733	1,676,630
Prudential Large Cap Value/AJO Fund	1,220,900	1,024,543
Prudential International Blend/Munder Capital Fund		1,173,644
Prudential International Blend/Pictet Asset Management Fund	1,213,971	
Prudential Core Plus Bond/Pimco	1,866,593	1,811,490
Prudential Le Gr Turner Investment Partners	1,665,742	1,538,105
Prudential Lifetime Growth Fund	1,146,771	1,362,275
Prudential Lifetime Balanced Fund	2,009,221	2,161,382

The net appreciation in fair value of investments (including gains and losses on investments bought and sold, as well as held during the year) arose substantially from pooled separate accounts.

One of the Plan's investment options is the Prudential Guaranteed Income Fund ("PGIF"), a fully benefit-responsive investment contract. PRIAC commingles the assets of the PGIF with other assets. In certain instances, when total distributions or transfers in the PGIF within a calendar year exceed predetermined thresholds (e.g. 10% of the balance of the fund on the first day of the year), transactions in the PGIF may face certain restrictions, in accordance with the contract terms. This could potentially result in the PGIF not being fully benefited responsive. As discussed in Note B, the PGIF is included in the financial statements at contract value, which, principally because of the periodic interest rate reset process, approximates fair value.

There are no reserves against contract value for credit risk. The average yield and crediting interest rate was 3.00% during 2010. The crediting interest rate is determined on a monthly basis by an actuarial formula, as designated by PRIAC. The crediting interest rate is determined using many factors, as designated by PRIAC, subject to a minimum of 1.5% a year.

Note F - Fair Value Disclosures

Accounting principles generally accepted in the United States define fair value as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The fair value should be based on assumptions that market participants would use, including a consideration of non-performance risk.

In determining fair value, various valuation techniques are utilized and observable inputs are prioritized. The availability of observable inputs varies from instrument to instrument and depends on a variety of factors including the type of instrument, whether the instrument is actively traded, and other characteristics particular to the transaction. For many financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the marketplace and may require management judgment.

The inputs used to measure fair value are assessed using a three-tier hierarchy based on the extent to which inputs used in measuring fair value are observable in the market. Level 1 inputs include quoted prices in active markets for identical instruments and are the most observable. Level 2 inputs include quoted prices for similar assets and inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are not observable in the market and include management's judgments about the assumptions market participants would use in pricing the asset. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Disclosures concerning assets measured at fair value on a recurring basis are as follows:

	Balance at December 31, 2010	
	Level 2	Level 3
Pooled separate accounts	$ 13,815,558	
Guaranteed income fund		$ 3,412,808
Total	$ 13,815,558	$ 3,412,808

Note F - Fair Value Disclosures (Continued)

	Balance at December 31, 2009	
	Level 2	Level 3
Pooled separate accounts	$ 13,690,345	
Guaranteed income fund		$ 3,246,706
Total	$ 13,690,345	$ 3,246,706

The following table summarizes the changes in Level 3 assets for the year ended December 31, 2010:

Beginning balance	$ 3,246,706
Purchases, sales, issuances and settlements (net)	166,102
Ending balance	$ 3,412,808

Gain and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2010 are reported in net appreciation in fair value of investments.

Note G - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

Note H - Forfeitures

Forfeitures result from non-vested Company contributions remaining in the Plan from terminated employees. The forfeiture reserve of $43,074 and $20,194 at December 31, 2010 and 2009, respectively, is available to offset Company cash contributions or pay Plan expenses, which would be otherwise payable by the Company, in accordance with the plan agreement.

Note I - Subsequent Events

Subsequent events have been evaluated through July 21, 2011, which is the date the financial statements were available to be issued.

CLARINS USA, INC.
401(k) RETIREMENT PLAN

SCHEDULE H, ITEM 4i - SCHEDULE
OF ASSETS (HELD AT END OF YEAR)
AS AT DECEMBER 31, 2010

Employer Identification
Number: 13-3054298
Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company ("PRIAC")	Prudential Guaranteed Income Fund	**	$ 3,412,808
*	PRIAC	Prudential Core Plus Bond/Pimco	**	1,866,593
*	PRIAC	Prudential Le Gr Turner Investment	**	1,665,742
*	PRIAC	Prudential Mid Cap Value Integrity	**	182,197
*	PRIAC	Prudential SA/Alger Mid Cap Growth Strategy Fund	**	228,294
*	PRIAC	Ifx Long Term Inc. & Equity Fund I	**	158,456
*	PRIAC	Ifx Long Term Balanced Fund I	**	10,902
*	PRIAC	Ifx Long Term Growth Fund I	**	85,525
*	PRIAC	Ifx Long Term Conservative Fund I	**	26,501
*	PRIAC	Prudential Balanced I/Wellington Management Fund	**	321,091
*	PRIAC	Prudential Dryden S&P 500 Index Fund	**	1,613,733
*	PRIAC	Prudential International Blend/Pictet Asset Management Fund	**	1,213,971
*	PRIAC	Prudential Large Cap Value/AJO Fund	**	1,220,900
*	PRIAC	Prudential Lifetime Aggressive Fund	**	304,678
*	PRIAC	Prudential Lifetime Growth Fund	**	1,146,771
*	PRIAC	Prudential Lifetime Balanced Fund	**	2,009,221
*	PRIAC	Prudential Lifetime Conservative Fund	**	253,993
*	PRIAC	Prudential Lifetime Income & Equity Fund	**	222,196
*	PRIAC	Prudential Small Cap Growth/Timesquare Fur	**	697,860
*	PRIAC	Prudential Small Cap Value/Integrity Fund	**	586,934
		Total		17,228,366
*		Notes receivable from participants	5.25% - 11.50%	363,956
		TOTAL		$ 17,592,322

* Party-in-interest

**Cost information is not applicable for participant directed investments

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.

CLARINS USA, INC.
401(k) RETIREMENT PLAN

REPORT AS AT

DECEMBER 31, 2010

CLARINS USA, INC.
401(k) RETIREMENT PLAN

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EisnerLubin llp
certified public accountants and advisors

INDEPENDENT AUDITORS' REPORT

Clarins USA, Inc. 401(k) Retirement Plan
Orangeburg, New York

We were engaged to audit the accompanying statement of net assets available for benefits of Clarins USA, Inc. 401(k) Retirement Plan (the "Plan") as at December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule, Schedule H - Item 4i - Schedule of Assets (Held at End of Year) as at December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's trustees. The 2009 statement of net assets available for benefits was reported on by other auditors whose report dated June 24, 2010 on the statement disclaimed an opinion for the reasons described in the following paragraph.

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 investment information reported in the financial statements, which was certified by Prudential Retirement Insurance and Annuity Company the custodian of the assets of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as at and for the year ended December 31, 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and do not express, an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and the content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, has been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, is 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.

Eisner Lubin llp

EisnerLubin llp

New York, New York
July 21, 2011

CLARINS USA, INC.
401(k) RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
Investments, at fair value	$ 17,228,366*	$ 16,937,051*
Notes receivable from participants	363,956*	355,590*
Total	17,592,322	17,292,641
Less excess employee contributions payable	61,126	40,997
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,531,196	$ 17,251,644

*Certified by Prudential Retirement Insurance and Annuity Company

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.

CLARINS USA, INC.
401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS FOR THE YEAR
ENDED DECEMBER 31, 2010

Additions:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 1,679,345*
Interest and dividends	116,264*
Total income	1,795,609
Participant contributions (including rollovers of $285,734)	1,589,021
Total additions	3,384,630
Deductions:	
Benefits paid to participants	(3,101,614)
Transaction fees	(5,236)
Other	1,772
Total deductions	(3,105,078)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	279,552
Net assets available for benefits - beginning of year	17,251,644
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 17,531,196

*Certified by Prudential Retirement Insurance and Annuity Company

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.

Note A - Description of the Plan

The following brief description of the Clarins USA, Inc. 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan documents for more complete information.

General - The Plan is a voluntary defined contribution retirement savings plan available to all eligible employees, as defined in the Plan, of Clarins USA, Inc. (the "Company"). All contributions, including any employer contributions, are participant directed. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions - Participants may contribute an amount not less than 1% but not more than 22% of their compensation, as defined in the Plan agreement, for the contribution period. A participant's deferral is subject to Internal Revenue Service prescribed limits. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts and an insurance company contract as investment options for participant contributions. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

Effective April 1, 2009, matching contributions were suspended. A participant becomes eligible for matching contributions beginning with the participant's second anniversary year and upon completing 1,000 hours of service. The Company contributions are invested directly in the above investment options, as directed by the participant. Discretionary non-elective contributions are recorded annually. The Company made no discretionary non-elective contributions in 2010. Effective April 1, 2011, the Company resumed matching 50% of the participant's contribution up to a maximum of 6% of the participant's Plan compensation.

Participant Accounts - Each participant's account is credited with the participant's contribution, an allocation of the Company's contributions, if any, and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service, as denied in the Plan agreement. A participant becomes 20% vested after 1 year of service, 40% vested after 2 years of service, 60% vested after 3 years of service, 80% vested after 4 years of service, and 100% vested after 5 years of service. However, if an active participant dies prior to the normal retirement age or becomes totally disabled, the participant's account becomes 100% vested.

Note A - Description of the Plan (Continued)

Payment of Benefits - On termination of service, a participant with an account balance greater than $5,000 may elect to receive either a lump-sum amount equal to the value of their account, a distribution in the form of installment payments, or a combination of both. Participants with an account balance less than $5,000 will receive a lump-sum distribution. If the distribution exceeds $1,000 and the participant does not elect to receive a rollover in an eligible retirement plan, the participant will receive a rollover in an individual retirement plan determined by the plan administrator. Distributions are subject to the applicable provisions of the Plan agreement. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Participant Loans - Participants may borrow a minimum of $1,000 up to $50,000 or 50% of their account balance, whichever is less. Loan repayments are calculated on a fully amortized basis. A loan is collateralized by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans. For the year ended December 31, 2010, interest rates on outstanding loans ranged from 5.25% to 11.50%.

Note B - Summary of Significant Accounting Policies

Basis of Accounting - The Plan's financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The provisions require that the Statement of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. There is no material difference between contract value and fair value for the Plan's investment contract with the insurance company. Therefore, the Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation - Investments are reported at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note F - Fair Value Disclosures for discussion of fair value measurements.

Note B - Summary of Significant Accounting Policies (Continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties - The Plan provides for various investment options in any combination of an insurance company contract and various pooled separate accounts. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with these investments and their level of uncertainty related to the changes in their value, it is at least reasonably possible that changes in values in the near term could materially affect participants' account balances and the amounts reported in the accompanying Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Reclassifications - Effective January 1, 2010, the Plan adopted authoritative guidance on reporting loans to participants by defined contribution pension plans. In accordance with this guidance, participant loans are required to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance, plus any accrued but unpaid interest. The adoption of this accounting standard requires reclassification of participant loans from investments to notes receivable from participants on the Statement of Net Assets Available for Benefits as at December 31, 2010 and 2009. Accordingly, the 2009 financial statement has been reclassified to conform to the 2010 presentation. There was no impact on net assets available for benefits or changes in net assets available for benefits.

Note C - Related Party Transactions

Certain of the Plan's investments in funds are managed by Prudential Retirement insurance and Annuity Company ("PRIAC"). PRIAC is the Plan's custodian and, as such, transactions with PRIAC qualify as party-in-interest transactions. Personnel and facilities of the Sponsor have been used to perform administrative functions for the Plan at no charge to the Plan. Participant loans also qualify as party-in-interest transactions.

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Note E - Investments

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, PRIAC has certified to the completeness and accuracy of the participant-directed investment information reflected on the accompanying statements of net assets available for benefits as at December 31, 2010 and 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the information reflected on the schedule of assets held for investment purposes as at December 31, 2010.

Investments in excess of 5% of net assets available for plan benefits as at December 31, 2010 and 2009 are as follows:

	2010	2009
Prudential Guaranteed Income	$ 3,412,808	$ 3,246,706
Prudential Dryden S&P 500 Index Fund	1,613,733	1,676,630
Prudential Large Cap Value/AJO Fund	1,220,900	1,024,543
Prudential International Blend/Munder Capital Fund		1,173,644
Prudential International Blend/Pictet Asset Management Fund	1,213,971	
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Prudential Lifetime Balanced Fund	2,009,221	2,161,382

The net appreciation in fair value of investments (including gains and losses on investments bought and sold, as well as held during the year) arose substantially from pooled separate accounts.

One of the Plan's investment options is the Prudential Guaranteed Income Fund ("PGIF"), a fully benefit-responsive investment contract. PRIAC commingles the assets of the PGIF with other assets. In certain instances, when total distributions or transfers in the PGIF within a calendar year exceed predetermined thresholds (e.g. 10% of the balance of the fund on the first day of the year), transactions in the PGIF may face certain restrictions, in accordance with the contract terms. This could potentially result in the PGIF not being fully benefited responsive. As discussed in Note B, the PGIF is included in the financial statements at contract value, which, principally because of the periodic interest rate reset process, approximates fair value.

There are no reserves against contract value for credit risk. The average yield and crediting interest rate was 3.00% during 2010. The crediting interest rate is determined on a monthly basis by an actuarial formula, as designated by PRIAC. The crediting interest rate is determined using many factors, as designated by PRIAC, subject to a minimum of 1.5% a year.

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Accounting principles generally accepted in the United States define fair value as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The fair value should be based on assumptions that market participants would use, including a consideration of non-performance risk.

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The inputs used to measure fair value are assessed using a three-tier hierarchy based on the extent to which inputs used in measuring fair value are observable in the market. Level 1 inputs include quoted prices in active markets for identical instruments and are the most observable. Level 2 inputs include quoted prices for similar assets and inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are not observable in the market and include management's judgments about the assumptions market participants would use in pricing the asset. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Disclosures concerning assets measured at fair value on a recurring basis are as follows:

	Balance at December 31, 2010	
	Level 2	Level 3
Pooled separate accounts	$ 13,815,558	
Guaranteed income fund		$ 3,412,808
Total	$ 13,815,558	$ 3,412,808

Note F - Fair Value Disclosures (Continued)

	Balance at December 31, 2009	
	Level 2	Level 3
Pooled separate accounts	$ 13,690,345	
Guaranteed income fund		$ 3,246,706
Total	$ 13,690,345	$ 3,246,706

The following table summarizes the changes in Level 3 assets for the year ended December 31, 2010:

Beginning balance	$ 3,246,706
Purchases, sales, issuances and settlements (net)	166,102
Ending balance	$ 3,412,808

Gain and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2010 are reported in net appreciation in fair value of investments.

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Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

Note H - Forfeitures

Forfeitures result from non-vested Company contributions remaining in the Plan from terminated employees. The forfeiture reserve of $43,074 and $20,194 at December 31, 2010 and 2009, respectively, is available to offset Company cash contributions or pay Plan expenses, which would be otherwise payable by the Company, in accordance with the plan agreement.

Note I - Subsequent Events

Subsequent events have been evaluated through July 21, 2011, which is the date the financial statements were available to be issued.

CLARINS USA, INC.
401(k) RETIREMENT PLAN

SCHEDULE H, ITEM 4i - SCHEDULE
OF ASSETS (HELD AT END OF YEAR)
AS AT DECEMBER 31, 2010

Employer Identification
Number: 13-3054298
Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company ("PRIAC")	Prudential Guaranteed Income Fund	**	$ 3,412,808
*	PRIAC	Prudential Core Plus Bond/Pimco	**	1,866,593
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*	PRIAC	Prudential Small Cap Growth/Timesquare Fur	**	697,860
*	PRIAC	Prudential Small Cap Value/Integrity Fund	**	586,934
		Total		17,228,366
*		Notes receivable from participants	5.25% - 11.50%	363,956
		TOTAL		$ 17,592,322

* Party-in-interest

**Cost information is not applicable for participant directed investments

Attention is directed to the notes to financial statements and to the independent auditors' disclaimer of opinion relating to the financial statements.