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
SHAKLEE 401K RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2004

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

4747 WILLOW ROAD
PLEASANTON, CA 94588

2b Employer Identification Number (EIN)
94-3389365

2c Sponsor's telephone number
925-924-2558

2d Business code (see instructions)
311900

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.	10/12/2011	MICHAEL BATESOLE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	MICHAEL BATESOLE
	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")
SHAKLEE CORPORATION

4747 WILLOW ROAD
PLEASANTON, CA 94588

3b Administrator's EIN
94-3389365

3c Administrator's telephone number
925-924-2558

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**	352
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**	331
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	35
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	366
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	366
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	311
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 2S 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)	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
SHAKLEE 401K RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
SHAKLEE CORPORATION

D Employer Identification Number (EIN)
94-3389365

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 & ANNUITY CO.

(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	039685	352	01/01/2010	01/14/2010

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	

(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	

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	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

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	5668251
c	Additions: (1) Contributions deposited during the year	7c(1)	0		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	6322		
	(4) Transferred from separate account	7c(4)	15206		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	21528
d	Total of balance and additions (add **b** and **c(6)**)			7d	5689779
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	5651028		
	(2) Administration charge made by carrier	7e(2)	44		
	(3) Transferred to separate account	7e(3)	32504		
	(4) Other (specify below)	7e(4)	6203		
	▶				
	(5) Total deductions			7e(5)	5689779
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

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	**B** Three-digit plan number (PN) ▶	
SHAKLEE 401K RETIREMENT SAVINGS PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
SHAKLEE CORPORATION	94-3389365	

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).. . . . . ☐ 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

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

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

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

JP MORGAN RETIREMENT PLAN SERVICES

71-0930784

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 50 52 59 60 63 64 65 71 72 99	NONE	3085	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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?
49	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	54	Yes [ ] No [X]

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

RELIANCE TRUST COMPANY

58-1428634

(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?
19 99	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	1043	Yes [ ] No [X]

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

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 64 65 99	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	32602	Yes [ ] No [X]

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

GPC SECURITIES, INC.

58-1517899

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 64 65	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	4173	Yes [ ] No [X]

(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
JP MORGAN RETIREMENT PLAN SERVICES	52 59 60 63	0

(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.
SEE ATTACHED FEE DISCLOSURE REPORT 12-3456789	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR ASSOCIATES, LLC	27	54

(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.
HARTFORD LIFE INSURANCE COMPANY 06-0974148	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	19 99	1043

(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.
HARTFORD RETIREMENT SERVICES 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

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
HARTFORD RETIREMENT SERVICES, LLC	15 37 38 49 64 65 99	32602

(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.
JP MORGAN RETIREMENT PLAN SERVICES 71-0930784	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GPC SECURITIES, INC.	15 64 65	4173

(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.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
SHAKLEE 401K RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SHAKLEE CORPORATION

D Employer Identification Number (EIN)
94-3389365

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: JP MORGAN STABLE ASSET INCOME

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK NA

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)
20-1978950-001	C	5888522

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

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)
06-1050034-123	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERN BLEND/ARTIO

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)
06-1050034-349	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: LGE CAP VALUE/LSU ASSET MGMT

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)
06-1050034-318	P	0

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	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GR/TIMESSQUARE FUND

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)
06-1050034-186	P	0

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	0

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

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

c EIN-PN 06-1050034-440	**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: RETIREMENT GOAL 2050 FUND

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

c EIN-PN 06-1050034-450	**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: SA/T ROWE PR GR STK STRAT

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

c EIN-PN 06-1050034-435	**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: IVY SM CAP GRTH Y SHARES

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

c EIN-PN 06-1050034-273	**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: RET GOAL INCOME FUND

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

c EIN-PN 06-1050034-364	**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: RET GOAL 2010 FUND

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

c EIN-PN 06-1050034-365	**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: RET GOAL 2020 FUND

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

c EIN-PN 06-1050034-366	**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: RET GOAL 2030 FUND

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

c EIN-PN 06-1050034-367	**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: RET GOAL 2040 FUND

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

c EIN-PN 06-1050034-368	**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)

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

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

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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
SHAKLEE 401K RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SHAKLEE CORPORATION

D Employer Identification Number (EIN)
94-3389365

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)	464121	645588
(9) Value of interest in common/collective trusts	1c(9)		5888522
(10) Value of interest in pooled separate accounts	1c(10)	11440564	
(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)	291474	14914125
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	5668251	0
(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	17864410	21448235
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	17864410	21448235

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)	807747	
	(B) Participants	2a(1)(B)	1712944	
	(C) Others (including rollovers)	2a(1)(C)	225710	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2746401
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)	29219	
	(F) Other	2b(1)(F)	6322	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		35541
	(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)	231565	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		231565
	(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)		47041
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		320861
(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)		1454129
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4835538
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1247556	
(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)		1247556
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	4157	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4157
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1251713
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3583825
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: MORRIS, DAVIS & CHAN LLP (2) EIN: 94-2214860

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		5000000
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
SHAKLEE 401K RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SHAKLEE CORPORATION

D Employer Identification Number (EIN)
94-3389365

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 22-1211670 06-0974148

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):

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

AND SUPPLEMENTAL SCHEDULE

TOGETHER WITH

INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2010 AND 2009

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Certified Public Accountants

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MORRIS, DAVIS & CHAN LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Shaklee 401(k) Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of the **Shaklee 401(k) Retirement Savings Plan** (the Plan) as of December 31, 2010 and 2009 and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note D, which was certified by JPMorgan Chase Bank, N.A. and Prudential Bank & Trust, F.S.B., the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that JPMorgan Chase Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2010 and for the period from January 15, 2010 through December 31, 2010, and Prudential Bank & Trust F.S.B. held the Plan's investment assets and executed investment transactions as December 31, 2009 and for the period from January 1, 2009 through January 15, 2010. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the trustees is complete and accurate.

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

Morris, Davis & Chan LLP

Oakland, California
September 26, 2011

1111 Broadway, Suite 1505 • Oakland, California 94607 • (510) 250-1000 • Fax (510) 250-1032
Offices in San Francisco, California and Charlotte, North Carolina

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
Assets		
Investments, at fair value:		
Mutual funds	$ 14,914,125	$ 291,474
Collective investment fund	5,888,522	-
Pooled separate accounts	-	11,440,564
Investment contract with insurance company	-	5,668,251
	20,802,647	17,400,289
Notes receivable from participants	645,588	464,121
Employer contributions receivable	69,351	68,717
Total assets	21,517,586	17,933,127
Liabilities	-	-
Net assets available for benefits reflecting investments at fair value	21,517,586	17,933,127
Adjustment from fair value to contract value for fully benefit-responsive investment contract	61,316	-
Net assets available for benefits	$ 21,578,902	$ 17,933,127

The accompanying notes are an integral part of the financial statements.

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
Additions to net assets available for benefits attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 1,883,347	$ 2,330,491
Interest and dividends on investments	237,887	187,660
	2,121,234	2,518,151
Contributions:		
Employer	808,381	794,628
Participants	1,712,944	1,639,235
Rollovers	225,710	213,799
	2,747,035	2,647,662
Interest on notes receivable from participants	29,219	28,907
Total additions	4,897,488	5,194,720
Deductions from net assets available for benefits attributed to:		
Benefits paid to participants	1,247,556	1,923,678
Administrative expenses	4,157	1,293
Total deductions	1,251,713	1,924,971
Net increase	3,645,775	3,269,749
Net assets available for benefits		
Beginning of year	17,933,127	14,663,378
End of year	$ 21,578,902	$ 17,933,127

The accompanying notes are an integral part of the financial statements.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the **Shaklee 401(k) Retirement Savings Plan** (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Effective May 27, 2004, Shaklee Corporation (Company) was sold by Yamanouchi Consumer Inc. to Silver Acquisition L.P. and the Plan was established effective July 1, 2004. Participants in the Yamanouchi Consumer Inc. 401(k) Retirement Savings Plan who continued in the employ of the Company following the sale rolled over their account balances and loans into this Plan. All employees of the Company are eligible to participate except for union employees, non-resident aliens, leased employees and employees on temporary status. The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Changes in Service Providers

Effective January 15, 2010, JP Morgan Chase Bank, N.A. (JPMorgan) and JPMorgan Retirement Plan Services LLC became the trustee and recordkeeper, respectively, of the Plan. Prior to this date, Prudential Bank & Trust, F.S.B. (Prudential) and Prudential Retirement Services were the trustee and recordkeeper, respectively, of the Plan.

Changes in Investment Options

Following the change in trustee and recordkeeper, investment options under the Plan were mapped out as follows:

New Investment Option	Replaced Investment Option
Alger Capital Appreciation Institutional Fund	- Prudential T. Rowe Price Growth Stock Strategy Fund
American Funds EuroPacific Growth Fund	- Prudential Intern Blend/Artio Fund
Columbia Small Cap Value Fund	- Prudential Small Cap Value/Integrity Fund
Janus Adviser Perkins Mid Cap Value Fund	- Prudential Mid Cap Value/CRM Fund
JPMCB Stable Asset Income Fund	- Prudential Guaranteed Income Fund
JPMorgan Core Bond Fund	- Prudential Core Plus Bond/PIMCO Fund
JPMorgan Equity Index Fund	- Prudential Dryden S&P 500 Index Fund
JPMorgan SmartRetirement 2010 Fund	- Prudential Ret Goal 2010 Fund
JPMorgan SmartRetirement 2020 Fund	- Prudential Ret Goal 2020 Fund
JPMorgan SmartRetirement 2030 Fund	- Prudential Ret Goal 2030 Fund
JPMorgan SmartRetirement 2040 Fund	- Prudential Ret Goal 2040 Fund
JPMorgan SmartRetirement 2050 Fund	- Prudential Ret Goal 2050 Fund
JPMorgan SmartRetirement Income Fund	- Prudential Ret Goal Income Fund
MFS Value Fund	- Prudential Large Cap Value/LSV Asset Management Fund
Neuberger Socially Responsive Investor Fund	- Neuberger Berman Socially Responsive Investor Fund
Royce Value Plus Fund	- Prudential Ivy Small Cap Growth Fund
Van Kampen Mid Cap Growth Fund	- Prudential Mid Cap Growth/TimesSquare Fund

NOTE A - DESCRIPTION OF THE PLAN (Continued)

The following funds were also added as investment options in 2010:

- Eaton Vance Income Fund of Boston Fund
- Franklin Strategic Income Fund
- Invesco Real Estate Fund
- JPMorgan SmartRetirement 2015 Fund
- JPMorgan SmartRetirement 2025 Fund
- JPMorgan SmartRetirement 2035 Fund
- JPMorgan SmartRetirement 2045 Fund
- Oppenheimer Developing Markets Fund
- Templeton Global Bond Fund

Participant's Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Contributions

A participant may elect to defer up to 50% of his or her pre-tax compensation each payroll period subject to the limitations set by the Internal Revenue Code (Code). The deferral limits are $16,500 in 2010 and 2009 for participants under age 50. The catch-up contributions for participants over age 50 are $5,500 for 2010 and 2009. The Company makes matching contributions to the account of each eligible participant equal to the sum of 100% of the amount of participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of participant's elective deferrals that exceed 3% of participant's compensation but do not exceed 5% of participant's compensation.

Vesting

Each participant is immediately and 100% vested in his or her accounts.

Notes Receivable from Participants

A participant may borrow a minimum of $1,000 up to the lesser of 50% of his or her account balance or $50,000. The term of the loan is limited to not more than 5 years, except for residential loans which may be extended up to a longer term. The interest rate will be similar to the interest rate charged for similar types of loans by other lenders. Loan repayments are made through payroll deductions and are credited to the participant's account. A participant may only have one outstanding loan at any time.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

Benefits Payments

A participant shall be entitled to receive all of his or her account upon reaching age 65, death, disability, or termination of employment. In-service withdrawals due to hardship or upon reaching age 59 ½ are permitted subject to the provisions of the Plan document.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

New Accounting Pronouncement

In January 2010, ASU 2010-06, *Improving Disclosures about Fair Value Measurements*, expanded the required disclosures about fair value measurements. ASU 2010-06 requires 1) separate disclosure of significant transfers into and out of Level 1 and Level 2, along with reasons for such transfers; 2) separate presentation of gross purchases, sales, issuances, and settlements in the Level 3 reconciliation; and 3) presentation of fair value disclosures by "nature and risk" class for all fair value assets and liabilities. The requirements of ASU 2010-06 are effective for the current reporting period except for the level 3 reconciliation disaggregation which is required in 2011 reporting. The requirements of ASU 2010-06 have no impact on the Plan's financial statements.

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP). Revenues are recognized as earned.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires the Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note D-Fair Value Measurements).

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fully-benefit responsive 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 Statements of Net Assets Available for Benefits present the fair value of the investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Net appreciation (depreciation) in fair value of investments includes realized gains and losses and unrealized appreciation or depreciation.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on ex-dividend date.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments
Benefits to participants are recorded when paid.

Administrative Expenses
Expenses are recorded by the trustees as a component of net appreciation (depreciation) in the market value of investments except loan and redemption fees.

Subsequent Events
The Plan's financial statements have been evaluated for subsequent events or transactions for potential recognition through September 26, 2011, the date the financial statements were available to be issued. Plan management determined that there are no subsequent events or transactions that require disclosure to or adjustment in the financial statements other than those noted below:

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Reclassification

In September, 2010, Accounting Standard Update (ASU) 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, clarified the classification and measurement of the participant loans by defined contribution plans. ASU 2010-25 provided that in defined contribution plans' financial statements, participant loans should 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. Plan management reclassified participant loans on the Statements of Net Assets Available for Benefits for all years present as notes receivable from participants. The net assets of the Plan were not affected by the reclassification. As ASU 2010-25 applies only to financial statements prepared in accordance with GAAP, it will not affect the classification of notes receivable from participants on the Form 5500. Notes receivable from participants continue to be reported as investments on Form 5500, Schedule H, line 1c(8) of the Plan. Because ASU 2010-25 will not result in a difference between total net assets reported in the Form5500 and the Plan's financial statements, there is no reconciling note in the Plan's financial statements.

Additionally, notes receivable from participants are exempt from (i) the disclosure requirements about fair value in paragraphs 825-10-50-10 through 50-16 of the Financial Accounting Standards Board (FASB) Accounting Standards Codification; and (ii) credit quality disclosures required by the amendments in ASU No. 2010-20, Receivables (Topic 310): *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. FASB believes that any individual credit risk related to notes receivable from participants is mitigated by the fact that these notes are secured by the participant's vested balance. If a participant were to default, the participant's account balance would be offset by the unpaid balance of the note and the participant would be subject to tax on the unpaid balance. As such, the participant is the only party affected in the event of a default.

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

As of December 31, 2010 and 2009 and for the years then ended, the Plan Administrator elected the alternative 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, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by JPMorgan (trustee from January 16, 2010 through December 31, 2010) and by Prudential (trustee from January 1, 2009 through January 15, 2010), as complete and accurate except for comparing such information certified by the trustees to the information included in the Plan's financial statements and supplemental schedule.

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES (Continued)

The following table summarizes the investments held and certified by JP Morgan and Prudential as of December 31, 2010 and 2009. Investments representing more than 5% of the Plan's net assets are listed separately.

	2010	2009
JP Morgan:		
Mutual funds:		
American Funds EuroPacific Growth Fund	$ 1,285,110	$ -
Columbia Small Cap Value Fund	1,190,305	-
JPMorgan SmartRetirement 2030 Fund	1,106,224	-
JPMorgan Equity Index Fund	1,461,928	-
Alger Capital Appreciation Institutional Fund	1,133,098	-
JPMorgan Core Bond Fund	1,601,106	-
Van Kampen Mid Cap Growth Fund	1,218,939	-
Other mutual funds	5,917,415	-
Total mutual funds	14,914,125	-
Collective investment fund:		
JPMCB Stable Asset Income Fund*	5,888,522	-
Prudential:		
Other mutual funds	-	291,474
Pooled separate accounts:		
Prudential Intern Blend/Artio Fund	-	1,282,422
Prudential Small Cap Value/Integrity Fund	-	968,165
Prudential Dryden S&P 500 Index Fund	-	1,077,984
Prudential T. Rowe Price Growth Stock Fund	-	1,124,209
Prudential Core Plus Bond/PIMCO Fund	-	1,491,263
Other pooled separate accounts	-	5,496,521
Total pooled separate accounts	-	11,732,038
Investment contract with insurance company:		
Prudential Guaranteed Income Fund**	-	5,668,251
Total investments	$ 20,802,647	$ 17,400,289

* Contract value amounted to $5,950,476 as of December 31, 2010.

** Amount represents fair value which approximates contract value at year end.

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES (Continued)

Investment income certified by JPMorgan for the period from January 16, 2010 through December 31, 2010 and by Prudential for the period from January 1, 2010 through January 15, 2010 and for the year ended December 31, 2009 are as follows:

	2010	2009
JPMorgan:		
Net appreciation in fair value of investments:		
Mutual funds	$ 1,454,129	$ -
Collective investment fund	108,357	-
	1,562,486	-
Interest and dividends	231,565	-
	1,794,051	-
Prudential:		
Net appreciation in fair value of investments:		
Mutual funds	8,360	62,208
Pooled separate accounts	312,501	2,268,283
	320,861	2,330,491
Interest and dividends	6,322	187,660
	327,183	2,518,151
Total investment income	$ 2,121,234	$ 2,518,151

NOTE D - FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used as of December 31, 2010 and 2009.

- Mutual funds are valued at the net asset value of shares held by the Plan at year-end.
- Collective investment fund is valued based on units of participation held by the Plan at year-end as reported on the audited financial statements of the JPMCB Stable Asset Income Fund.
- Pooled separate accounts (PSA) are valued based on the Plan's interest in the PSA expressed as a unit of account with a value per unit, that is the result of accumulated current values of the underlying investments.
- Investment contract with insurance company are reported at contract value, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2010 and 2009.

	Investments at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	$ 3,866,249	$ -	$ -	$ 3,866,249
Equity funds	7,392,692	-	-	7,392,692
Fixed income funds	1,715,725	-	-	1,715,725
International funds	1,866,498	-	-	1,866,498
Specialty fund	72,961	-	-	72,961
Collective investment fund	-	5,888,522	-	5,888,522
Total investments at fair value	$ 14,914,125	$ 5,888,522	$ -	$ 20,802,647

	Investments at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual fund	$ 291,474	$ -	$ -	$ 291,474
Pooled separate accounts	5,803,165	5,637,399	-	11,440,564
Investment contract with insurance company	-	5,668,251	-	5,668,251
Total investments at fair value	$ 6,094,639	$ 11,305,650	$ -	$ 17,400,289

NOTE E – INVESTMENT CONTRACT WITH INSURANCE COMPANY

As discussed on Note A, the benefit-responsive group annuity contract with Prudential Retirement Insurance and Annuity Company (PRIAC) was replaced by the JPMCB Stable Asset Income Fund in January 2010.

The benefit-responsive group annuity insurance contract with PRIAC permitted withdrawal or transfers of all or a portion of participant's account balance at contract value within reasonable timeframes. Contract value represented deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The repayment of the principal and interest credited to participants was a financial obligation of PRIAC.

NOTE E - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

Interest was credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate was applied to all contributions made to the product regardless of the timing of these contributions.

The minimum crediting rate under the contract was 1.50% in 2009. Such interest rates is reviewed on a semi-annual basis in 2009 for resetting.

The average yield was 2.95% in 2009 for both the actual earnings by the Plan and the interest rate credited to participants.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended. Should the Plan be terminated, the net assets are to be distributed to participants, the value of their adjusted accounts.

NOTE G - TAX STATUS

The Company adopted a Prototype Nonstandardized Profit Sharing Plan with a cash or deferral arrangement which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 3, 2008. Subsequent to the receipt of this opinion letter, the prototype was amended. The plan administrator believes that the Plan as amended is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the plan administrator believes that the Plan, as amended, was qualified and tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

NOTE H - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by JP Morgan, and by Prudential, the trustees in 2010 and 2009. Therefore, transactions with the trustees and recordkeeper qualify as party-in-interest transactions.

NOTE I - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE J - PLAN OBLIGATIONS

In accordance with GAAP, benefits due to terminated participants are included in net assets available for benefits. There were no benefits due to terminated participants as of December 31, 2010 and 2009.

NOTE K - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2010 and 2009 per the financial statements to Form 5500:

	2010	2009
Net assets available for benefits per the financial statements	$ 21,578,902	$ 17,933,127
Contributions receivable at end of year	(69,351)	(68,717)
Adjustment from contract value to fair value for fully benefit-responsive investment contract	(61,316)	-
Net assets available for benefits per Form 5500	$ 21,448,235	$ 17,864,410

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

The following is a reconciliation of investment income for the years ended December 31, 2010 and 2009 per the financial statements to Form 5500:

	2010	2009
Investment income per financial statements	$ 2,121,234	$ 2,518,151
Adjustment from contract value to fair value for fully benefit-responsive investment contract		
End of year	(61,316)	-
Beginning of year	-	-
Investment income per Form 5500	$ 2,059,918	$ 2,518,151

The following is a reconciliation of contributions for the years ended December 31, 2010 and 2009 per the financial statements to Form 5500:

	2010	2009
Contributions per the financial statements	$ 2,747,035	$ 2,647,662
Less: Contributions receivable at end of year	(69,351)	(68,717)
Add: Contributions receivable at beginning of year	68,717	70,491
Contributions per Form 5500	$ 2,746,401	$ 2,649,436

The financial statements are prepared on accrual basis of accounting while the Form 5500 is on cash basis.

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
EIN 94-3389365 PLAN NO. 001
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2010

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	American Funds EuroPacific Growth Fund	Mutual fund	$ 1,285,110
	Neuberger Socially Responsive Investor Fund	Mutual fund	408,849
	Oppenheimer Developing Markets Fund	Mutual fund	280,888
	Templeton Global Bond Fund	Mutual fund	300,500
	Invesco Real Estate Fund	Mutual fund	72,961
	Columbia Small Cap Value Fund	Mutual fund	1,190,305
*	JPMorgan SmartRetirement 2010 Fund	Mutual fund	676,502
*	JPMorgan SmartRetirement 2015 Fund	Mutual fund	15,752
*	JPMorgan SmartRetirement 2020 Fund	Mutual fund	903,353
*	JPMorgan SmartRetirement 2040 Fund	Mutual fund	450,279
*	JPMorgan SmartRetirement 2030 Fund	Mutual fund	1,106,224
*	JPMorgan Equity Index Fund	Mutual fund	1,461,928
	MFS Value Fund	Mutual fund	897,346
	Alger Capital Appreciation Institutional Fund	Mutual fund	1,133,098
*	JPMorgan Core Bond Fund	Mutual fund	1,601,106
*	JPMorgan SmartRetirement 2025 Fund	Mutual fund	15,761
*	JPMorgan SmartRetirement 2035 Fund	Mutual fund	234,078
*	JPMorgan SmartRetirement 2045 Fund	Mutual fund	29,504
*	JPMorgan SmartRetirement Income Fund	Mutual fund	242,707
*	JPMorgan SmartRetirement 2050 Fund	Mutual fund	192,089
	Janus Adviser Perkins Mid Cap Value Fund	Mutual fund	460,630
	Eaton Vance Income Fund of Boston	Mutual fund	26,573
	Franklin Strategic Income Fund	Mutual fund	88,046
	Van Kampen Mid Cap Growth Fund	Mutual fund	1,218,939
	Royce Value Plus Investment Fund	Mutual fund	621,597
*	JPMCB Stable Asset Income Fund	Collective investment fund	5,888,522
	Total investments per financial statements		20,802,647
*	Notes receivable from participants	4.25% - 9.25%	645,588
	Total investments per Form 5500		$ 21,448,235

* Represents parties-in-interest as defined by ERISA.
Column (d) cost is not applicable as all investments are participant-directed.

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

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Shaklee 401(k) Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of the **Shaklee 401(k) Retirement Savings Plan** (the Plan) as of December 31, 2010 and 2009 and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note D, which was certified by JPMorgan Chase Bank, N.A. and Prudential Bank & Trust, F.S.B., the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that JPMorgan Chase Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2010 and for the period from January 15, 2010 through December 31, 2010, and Prudential Bank & Trust F.S.B. held the Plan's investment assets and executed investment transactions as December 31, 2009 and for the period from January 1, 2009 through January 15, 2010. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the trustees is complete and accurate.

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

Morris, Davis & Chan LLP

Oakland, California
September 26, 2011

1111 Broadway, Suite 1505 • Oakland, California 94607 • (510) 250-1000 • Fax (510) 250-1032
Offices in San Francisco, California and Charlotte, North Carolina

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
Assets		
Investments, at fair value:		
Mutual funds	$ 14,914,125	$ 291,474
Collective investment fund	5,888,522	-
Pooled separate accounts	-	11,440,564
Investment contract with insurance company	-	5,668,251
	20,802,647	17,400,289
Notes receivable from participants	645,588	464,121
Employer contributions receivable	69,351	68,717
Total assets	21,517,586	17,933,127
Liabilities	-	-
Net assets available for benefits reflecting investments at fair value	21,517,586	17,933,127
Adjustment from fair value to contract value for fully benefit-responsive investment contract	61,316	-
Net assets available for benefits	$ 21,578,902	$ 17,933,127

The accompanying notes are an integral part of the financial statements.

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
Additions to net assets available for benefits attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 1,883,347	$ 2,330,491
Interest and dividends on investments	237,887	187,660
	2,121,234	2,518,151
Contributions:		
Employer	808,381	794,628
Participants	1,712,944	1,639,235
Rollovers	225,710	213,799
	2,747,035	2,647,662
Interest on notes receivable from participants	29,219	28,907
Total additions	4,897,488	5,194,720
Deductions from net assets available for benefits attributed to:		
Benefits paid to participants	1,247,556	1,923,678
Administrative expenses	4,157	1,293
Total deductions	1,251,713	1,924,971
Net increase	3,645,775	3,269,749
Net assets available for benefits		
Beginning of year	17,933,127	14,663,378
End of year	$ 21,578,902	$ 17,933,127

The accompanying notes are an integral part of the financial statements.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the **Shaklee 401(k) Retirement Savings Plan** (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Effective May 27, 2004, Shaklee Corporation (Company) was sold by Yamanouchi Consumer Inc. to Silver Acquisition L.P. and the Plan was established effective July 1, 2004. Participants in the Yamanouchi Consumer Inc. 401(k) Retirement Savings Plan who continued in the employ of the Company following the sale rolled over their account balances and loans into this Plan. All employees of the Company are eligible to participate except for union employees, non-resident aliens, leased employees and employees on temporary status. The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Changes in Service Providers

Effective January 15, 2010, JP Morgan Chase Bank, N.A. (JPMorgan) and JPMorgan Retirement Plan Services LLC became the trustee and recordkeeper, respectively, of the Plan. Prior to this date, Prudential Bank & Trust, F.S.B. (Prudential) and Prudential Retirement Services were the trustee and recordkeeper, respectively, of the Plan.

Changes in Investment Options

Following the change in trustee and recordkeeper, investment options under the Plan were mapped out as follows:

New Investment Option	Replaced Investment Option
Alger Capital Appreciation Institutional Fund	- Prudential T. Rowe Price Growth Stock Strategy Fund
American Funds EuroPacific Growth Fund	- Prudential Intern Blend/Artio Fund
Columbia Small Cap Value Fund	- Prudential Small Cap Value/Integrity Fund
Janus Adviser Perkins Mid Cap Value Fund	- Prudential Mid Cap Value/CRM Fund
JPMCB Stable Asset Income Fund	- Prudential Guaranteed Income Fund
JPMorgan Core Bond Fund	- Prudential Core Plus Bond/PIMCO Fund
JPMorgan Equity Index Fund	- Prudential Dryden S&P 500 Index Fund
JPMorgan SmartRetirement 2010 Fund	- Prudential Ret Goal 2010 Fund
JPMorgan SmartRetirement 2020 Fund	- Prudential Ret Goal 2020 Fund
JPMorgan SmartRetirement 2030 Fund	- Prudential Ret Goal 2030 Fund
JPMorgan SmartRetirement 2040 Fund	- Prudential Ret Goal 2040 Fund
JPMorgan SmartRetirement 2050 Fund	- Prudential Ret Goal 2050 Fund
JPMorgan SmartRetirement Income Fund	- Prudential Ret Goal Income Fund
MFS Value Fund	- Prudential Large Cap Value/LSV Asset Management Fund
Neuberger Socially Responsive Investor Fund	- Neuberger Berman Socially Responsive Investor Fund
Royce Value Plus Fund	- Prudential Ivy Small Cap Growth Fund
Van Kampen Mid Cap Growth Fund	- Prudential Mid Cap Growth/TimesSquare Fund

NOTE A - DESCRIPTION OF THE PLAN (Continued)

The following funds were also added as investment options in 2010:

- Eaton Vance Income Fund of Boston Fund
- Franklin Strategic Income Fund
- Invesco Real Estate Fund
- JPMorgan SmartRetirement 2015 Fund
- JPMorgan SmartRetirement 2025 Fund
- JPMorgan SmartRetirement 2035 Fund
- JPMorgan SmartRetirement 2045 Fund
- Oppenheimer Developing Markets Fund
- Templeton Global Bond Fund

Participant's Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Contributions

A participant may elect to defer up to 50% of his or her pre-tax compensation each payroll period subject to the limitations set by the Internal Revenue Code (Code). The deferral limits are $16,500 in 2010 and 2009 for participants under age 50. The catch-up contributions for participants over age 50 are $5,500 for 2010 and 2009. The Company makes matching contributions to the account of each eligible participant equal to the sum of 100% of the amount of participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of participant's elective deferrals that exceed 3% of participant's compensation but do not exceed 5% of participant's compensation.

Vesting

Each participant is immediately and 100% vested in his or her accounts.

Notes Receivable from Participants

A participant may borrow a minimum of $1,000 up to the lesser of 50% of his or her account balance or $50,000. The term of the loan is limited to not more than 5 years, except for residential loans which may be extended up to a longer term. The interest rate will be similar to the interest rate charged for similar types of loans by other lenders. Loan repayments are made through payroll deductions and are credited to the participant's account. A participant may only have one outstanding loan at any time.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

Benefits Payments

A participant shall be entitled to receive all of his or her account upon reaching age 65, death, disability, or termination of employment. In-service withdrawals due to hardship or upon reaching age 59 ½ are permitted subject to the provisions of the Plan document.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

New Accounting Pronouncement

In January 2010, ASU 2010-06, *Improving Disclosures about Fair Value Measurements*, expanded the required disclosures about fair value measurements. ASU 2010-06 requires 1) separate disclosure of significant transfers into and out of Level 1 and Level 2, along with reasons for such transfers; 2) separate presentation of gross purchases, sales, issuances, and settlements in the Level 3 reconciliation; and 3) presentation of fair value disclosures by "nature and risk" class for all fair value assets and liabilities. The requirements of ASU 2010-06 are effective for the current reporting period except for the level 3 reconciliation disaggregation which is required in 2011 reporting. The requirements of ASU 2010-06 have no impact on the Plan's financial statements.

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP). Revenues are recognized as earned.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires the Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note D-Fair Value Measurements).

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fully-benefit responsive 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 Statements of Net Assets Available for Benefits present the fair value of the investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Net appreciation (depreciation) in fair value of investments includes realized gains and losses and unrealized appreciation or depreciation.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on ex-dividend date.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments
Benefits to participants are recorded when paid.

Administrative Expenses
Expenses are recorded by the trustees as a component of net appreciation (depreciation) in the market value of investments except loan and redemption fees.

Subsequent Events
The Plan's financial statements have been evaluated for subsequent events or transactions for potential recognition through September 26, 2011, the date the financial statements were available to be issued. Plan management determined that there are no subsequent events or transactions that require disclosure to or adjustment in the financial statements other than those noted below:

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Reclassification

In September, 2010, Accounting Standard Update (ASU) 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, clarified the classification and measurement of the participant loans by defined contribution plans. ASU 2010-25 provided that in defined contribution plans' financial statements, participant loans should 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. Plan management reclassified participant loans on the Statements of Net Assets Available for Benefits for all years present as notes receivable from participants. The net assets of the Plan were not affected by the reclassification. As ASU 2010-25 applies only to financial statements prepared in accordance with GAAP, it will not affect the classification of notes receivable from participants on the Form 5500. Notes receivable from participants continue to be reported as investments on Form 5500, Schedule H, line 1c(8) of the Plan. Because ASU 2010-25 will not result in a difference between total net assets reported in the Form5500 and the Plan's financial statements, there is no reconciling note in the Plan's financial statements.

Additionally, notes receivable from participants are exempt from (i) the disclosure requirements about fair value in paragraphs 825-10-50-10 through 50-16 of the Financial Accounting Standards Board (FASB) Accounting Standards Codification; and (ii) credit quality disclosures required by the amendments in ASU No. 2010-20, Receivables (Topic 310): *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. FASB believes that any individual credit risk related to notes receivable from participants is mitigated by the fact that these notes are secured by the participant's vested balance. If a participant were to default, the participant's account balance would be offset by the unpaid balance of the note and the participant would be subject to tax on the unpaid balance. As such, the participant is the only party affected in the event of a default.

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

As of December 31, 2010 and 2009 and for the years then ended, the Plan Administrator elected the alternative 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, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by JPMorgan (trustee from January 16, 2010 through December 31, 2010) and by Prudential (trustee from January 1, 2009 through January 15, 2010), as complete and accurate except for comparing such information certified by the trustees to the information included in the Plan's financial statements and supplemental schedule.

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES (Continued)

The following table summarizes the investments held and certified by JP Morgan and Prudential as of December 31, 2010 and 2009. Investments representing more than 5% of the Plan's net assets are listed separately.

	2010	2009
JP Morgan:		
Mutual funds:		
American Funds EuroPacific Growth Fund	$ 1,285,110	$ -
Columbia Small Cap Value Fund	1,190,305	-
JPMorgan SmartRetirement 2030 Fund	1,106,224	-
JPMorgan Equity Index Fund	1,461,928	-
Alger Capital Appreciation Institutional Fund	1,133,098	-
JPMorgan Core Bond Fund	1,601,106	-
Van Kampen Mid Cap Growth Fund	1,218,939	-
Other mutual funds	5,917,415	-
Total mutual funds	14,914,125	-
Collective investment fund:		
JPMCB Stable Asset Income Fund*	5,888,522	-
Prudential:		
Other mutual funds	-	291,474
Pooled separate accounts:		
Prudential Intern Blend/Artio Fund	-	1,282,422
Prudential Small Cap Value/Integrity Fund	-	968,165
Prudential Dryden S&P 500 Index Fund	-	1,077,984
Prudential T. Rowe Price Growth Stock Fund	-	1,124,209
Prudential Core Plus Bond/PIMCO Fund	-	1,491,263
Other pooled separate accounts	-	5,496,521
Total pooled separate accounts	-	11,732,038
Investment contract with insurance company:		
Prudential Guaranteed Income Fund**	-	5,668,251
Total investments	$ 20,802,647	$ 17,400,289

* Contract value amounted to $5,950,476 as of December 31, 2010.

** Amount represents fair value which approximates contract value at year end.

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES (Continued)

Investment income certified by JPMorgan for the period from January 16, 2010 through December 31, 2010 and by Prudential for the period from January 1, 2010 through January 15, 2010 and for the year ended December 31, 2009 are as follows:

	2010	2009
JPMorgan:		
Net appreciation in fair value of investments:		
Mutual funds	$ 1,454,129	$ -
Collective investment fund	108,357	-
	1,562,486	-
Interest and dividends	231,565	-
	1,794,051	-
Prudential:		
Net appreciation in fair value of investments:		
Mutual funds	8,360	62,208
Pooled separate accounts	312,501	2,268,283
	320,861	2,330,491
Interest and dividends	6,322	187,660
	327,183	2,518,151
Total investment income	$ 2,121,234	$ 2,518,151

NOTE D - FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used as of December 31, 2010 and 2009.

- Mutual funds are valued at the net asset value of shares held by the Plan at year-end.
- Collective investment fund is valued based on units of participation held by the Plan at year-end as reported on the audited financial statements of the JPMCB Stable Asset Income Fund.
- Pooled separate accounts (PSA) are valued based on the Plan's interest in the PSA expressed as a unit of account with a value per unit, that is the result of accumulated current values of the underlying investments.
- Investment contract with insurance company are reported at contract value, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2010 and 2009.

	Investments at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	$ 3,866,249	$ -	$ -	$ 3,866,249
Equity funds	7,392,692	-	-	7,392,692
Fixed income funds	1,715,725	-	-	1,715,725
International funds	1,866,498	-	-	1,866,498
Specialty fund	72,961	-	-	72,961
Collective investment fund	-	5,888,522	-	5,888,522
Total investments at fair value	$ 14,914,125	$ 5,888,522	$ -	$ 20,802,647

	Investments at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual fund	$ 291,474	$ -	$ -	$ 291,474
Pooled separate accounts	5,803,165	5,637,399	-	11,440,564
Investment contract with insurance company	-	5,668,251	-	5,668,251
Total investments at fair value	$ 6,094,639	$ 11,305,650	$ -	$ 17,400,289

NOTE E – INVESTMENT CONTRACT WITH INSURANCE COMPANY

As discussed on Note A, the benefit-responsive group annuity contract with Prudential Retirement Insurance and Annuity Company (PRIAC) was replaced by the JPMCB Stable Asset Income Fund in January 2010.

The benefit-responsive group annuity insurance contract with PRIAC permitted withdrawal or transfers of all or a portion of participant's account balance at contract value within reasonable timeframes. Contract value represented deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The repayment of the principal and interest credited to participants was a financial obligation of PRIAC.

NOTE E - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

Interest was credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate was applied to all contributions made to the product regardless of the timing of these contributions.

The minimum crediting rate under the contract was 1.50% in 2009. Such interest rates is reviewed on a semi-annual basis in 2009 for resetting.

The average yield was 2.95% in 2009 for both the actual earnings by the Plan and the interest rate credited to participants.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended. Should the Plan be terminated, the net assets are to be distributed to participants, the value of their adjusted accounts.

NOTE G - TAX STATUS

The Company adopted a Prototype Nonstandardized Profit Sharing Plan with a cash or deferral arrangement which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 3, 2008. Subsequent to the receipt of this opinion letter, the prototype was amended. The plan administrator believes that the Plan as amended is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the plan administrator believes that the Plan, as amended, was qualified and tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

NOTE H - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by JP Morgan, and by Prudential, the trustees in 2010 and 2009. Therefore, transactions with the trustees and recordkeeper qualify as party-in-interest transactions.

NOTE I - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE J - PLAN OBLIGATIONS

In accordance with GAAP, benefits due to terminated participants are included in net assets available for benefits. There were no benefits due to terminated participants as of December 31, 2010 and 2009.

NOTE K - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2010 and 2009 per the financial statements to Form 5500:

	2010	2009
Net assets available for benefits per the financial statements	$ 21,578,902	$ 17,933,127
Contributions receivable at end of year	(69,351)	(68,717)
Adjustment from contract value to fair value for fully benefit-responsive investment contract	(61,316)	-
Net assets available for benefits per Form 5500	$ 21,448,235	$ 17,864,410

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

The following is a reconciliation of investment income for the years ended December 31, 2010 and 2009 per the financial statements to Form 5500:

	2010	2009
Investment income per financial statements	$ 2,121,234	$ 2,518,151
Adjustment from contract value to fair value for fully benefit-responsive investment contract		
End of year	(61,316)	-
Beginning of year	-	-
Investment income per Form 5500	$ 2,059,918	$ 2,518,151

The following is a reconciliation of contributions for the years ended December 31, 2010 and 2009 per the financial statements to Form 5500:

	2010	2009
Contributions per the financial statements	$ 2,747,035	$ 2,647,662
Less: Contributions receivable at end of year	(69,351)	(68,717)
Add: Contributions receivable at beginning of year	68,717	70,491
Contributions per Form 5500	$ 2,746,401	$ 2,649,436

The financial statements are prepared on accrual basis of accounting while the Form 5500 is on cash basis.

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
EIN 94-3389365 PLAN NO. 001
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2010

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	American Funds EuroPacific Growth Fund	Mutual fund	$ 1,285,110
	Neuberger Socially Responsive Investor Fund	Mutual fund	408,849
	Oppenheimer Developing Markets Fund	Mutual fund	280,888
	Templeton Global Bond Fund	Mutual fund	300,500
	Invesco Real Estate Fund	Mutual fund	72,961
	Columbia Small Cap Value Fund	Mutual fund	1,190,305
*	JPMorgan SmartRetirement 2010 Fund	Mutual fund	676,502
*	JPMorgan SmartRetirement 2015 Fund	Mutual fund	15,752
*	JPMorgan SmartRetirement 2020 Fund	Mutual fund	903,353
*	JPMorgan SmartRetirement 2040 Fund	Mutual fund	450,279
*	JPMorgan SmartRetirement 2030 Fund	Mutual fund	1,106,224
*	JPMorgan Equity Index Fund	Mutual fund	1,461,928
	MFS Value Fund	Mutual fund	897,346
	Alger Capital Appreciation Institutional Fund	Mutual fund	1,133,098
*	JPMorgan Core Bond Fund	Mutual fund	1,601,106
*	JPMorgan SmartRetirement 2025 Fund	Mutual fund	15,761
*	JPMorgan SmartRetirement 2035 Fund	Mutual fund	234,078
*	JPMorgan SmartRetirement 2045 Fund	Mutual fund	29,504
*	JPMorgan SmartRetirement Income Fund	Mutual fund	242,707
*	JPMorgan SmartRetirement 2050 Fund	Mutual fund	192,089
	Janus Adviser Perkins Mid Cap Value Fund	Mutual fund	460,630
	Eaton Vance Income Fund of Boston	Mutual fund	26,573
	Franklin Strategic Income Fund	Mutual fund	88,046
	Van Kampen Mid Cap Growth Fund	Mutual fund	1,218,939
	Royce Value Plus Investment Fund	Mutual fund	621,597
*	JPMCB Stable Asset Income Fund	Collective investment fund	5,888,522
	Total investments per financial statements		20,802,647
*	Notes receivable from participants	4.25% - 9.25%	645,588
	Total investments per Form 5500		$ 21,448,235

* Represents parties-in-interest as defined by ERISA.
Column (d) cost is not applicable as all investments are participant-directed.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

SHAKLEE 401(K) RETIREMENT SVGS PLAN (819544)
PLAN YEAR END: 12/31

For use with lines 2(h), 3(c), 3(d), 3(e)

Recipient: J.P. Morgan EIN: 71-0930784

Service Codes: 15, 37, 38, 49, 52, 59, 60, 63, 64, 65, 71, 72, 99, 50 (if direct compensation amount reflected below)

1. Direct Compensation **$4,129.78**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction. Of this amount, our records indicate that J.P. Morgan received **$3,085.00** . Please review your records to determine what other service providers (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, plan auditor) received all or any portion of the remaining amount.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to J.P. Morgan are the net result of aggregating direct compensation after the effects of adjustments processed in 2010, some of which may have pertained to prior years.

2. Indirect Compensation

Compensation paid with respect to Underlying Funds

Investment Option Name	*EIN*	*Fees Received from Funds on your Plan's Menu (rates as of 12/31/10)*	*Fund's Total Annual Expenses (as of 12/31/10)*
ALGER CAPITAL APPRECIATION-I	13-2665689	0.45% x assets plus $16/participant	1.21%
AMERICAN FUNDS EUROPACIFIC-R3	95-1411037	0.65% x assets	1.15%
COLUMBIA SMALL CAP VALUE I-Z	36-3376651	0.25% x assets	1.02%
EATON VANCE IC FD OF BOSTON-I	13-2706484	0.15% x assets plus $16/participant	0.79%
FRANKLIN STRATEGIC INC ADV	13-3151768	0.15% x assets	0.63%
INVESCO REAL ESTATE FUND-A	76-0343427	0.45% x assets plus $16/participant	1.32%
INVESCO VAN KAMPEN MID CAP GR-Y	76-0343427	0.15% x assets	0.99%
JPMCB STABLE ASSET INC-INST	NA[1]		0.45%
JPMORGAN CORE BOND SELECT	26-3613641	0.25% x assets	0.57%
JPMORGAN EQUITY INDEX SELECT	26-3613641	$16/participant	0.20%
JPMORGAN SMARTRETMENT 2010-SEL	33-1043149	$16/participant	0.18%
JPMORGAN SMARTRETMENT 2015 SEL	33-1043149	$16/participant	0.18%
JPMORGAN SMARTRETMENT 2020-SEL	33-1043149	$16/participant	0.18%
JPMORGAN SMARTRETMENT 2025-SEL	33-1043149		0.19%
JPMORGAN SMARTRETMENT 2030-SEL	33-1043149	$16/participant	0.19%
JPMORGAN SMARTRETMENT 2035-SEL	33-1043149		0.19%
JPMORGAN SMARTRETMENT 2040-SEL	33-1043149	$16/participant	0.19%
JPMORGAN SMARTRETMENT 2045 SEL	33-1043149		0.19%

Investment Option Name	*EIN*	*Fees Received from Funds on your Plan's Menu (rates as of 12/31/10)*	*Fund's Total Annual Expenses (as of 12/31/10)*
JPMORGAN SMARTRETMENT 2050 SEL	33-1043149		0.19%
JPMORGAN SMARTRETMENT INCOME-SEL	33-1043149		0.17%
MFS VALUE FUND-R3	04-3158862	0.64% x assets	0.98%
NEUBERGER BERMAN SOC RESP TR	13-6068441	0.35% x assets	1.12%
OPPENHEIMER DEVELOPING MKTS-A	93-6305075	0.45% x assets plus $16/participant	1.35%
PERKINS MID CAP VALUE S	84-0592523	0.50% x assets	1.27%
ROYCE VALUE PLUS INV	13-3139046	0.10% x assets	1.06%
TEMPLETON GLOBAL BOND FUND-A	59-6865210	0.35% x assets plus $16/participant	0.91%

[1] At the time this report was generated this information was not available.

The list includes any investment option held by the plan during the 2010 calendar year. To arrive at an estimate of the dollar amount that JP Morgan received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

JPMorgan funds are distributed by JPMorgan Distribution Services, Inc., which is an affiliate of J.P. Morgan Retirement Plan Services LLC and JPMorgan Chase & Co. Affiliates of JPMorgan Chase & Co. receive fees for providing various services to JPMorgan funds, including fees for investment management, shareholder servicing, administration, distribution, custody, fund accounting, securities lending and other services.

Recipient: Morningstar Associates, LLC EIN: 36-4317381

Service Codes: 49

Indirect Compensation

"Managed by You" services fee Payor: Hartford Life Insurance Company EIN: 06-0974148 **$54.00**

This is an estimate determined by dividing a flat annual fee paid to Morningstar by the number of plans to whom this feature is made available.

Recipient: Reliance Trust Company EIN: 58-7428634

Indirect Compensation

Custodial/Trust service fee **$1,043.20**

Service Codes: 19, 99

Payors: Hartford Life Insurance Company EIN: 06-0974148
Hartford Retirement Services, LLC EIN: 26-1589907

Recipient: Hartford Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 64, 65, 99

Base Fees Payor: J.P. Morgan EIN: 71-0930784 **$26,548.61**

Ancillary Fees Payor: J.P. Morgan EIN: 71-0930784 **$6,053.15**

Recipient: GPC Securities, Inc. EIN: 58-1517899

Service Codes: 15, 64, 65

Indirect Compensation

Transaction Processing Services	Payor: Hartford Retirement Services, LLC	EIN: 26-1589907	**$4,172.79**