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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 10/24/2011

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;
- [X] the final return/report;
- [ ] an amended return/report;
- [X] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ALBERTO-CULVER HOURLY PENSION PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 04/01/1976

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

ALBERTO-CULVER USA, INC. C/O JOSEPH MEAD

2525 ARMITAGE AVE
MELROSE PARK, IL 60160

2b Employer Identification Number (EIN) 36-3664158

2c Sponsor's telephone number 708-450-3000

2d Business code (see instructions) 339900

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.	05/01/2012	JOSEPH D. MEAD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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")
ALBERTO-CULVER USA, INC.
C/O JOSEPH MEAD
2525 ARMITAGE AVENUE
MELROSE PARK, IL 60160

3b Administrator's EIN
36-3664158

3c Administrator's telephone number
708-450-3000

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**	612
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	0
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	0
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	0
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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:
1B 1G

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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)	X	**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)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 10/24/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ALBERTO-CULVER HOURLY PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ALBERTO-CULVER USA, INC. C/O JOSEPH MEAD

D Employer Identification Number (EIN)
36-3664158

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 04 Day 01 Year 2011

2 Assets:

a	Market value	**2a**	15647513
b	Actuarial value	**2b**	15647513

3 Funding target/participant count breakdown:

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	161	8630589
b	For terminated vested participants	**3b**	274	4307206
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		337799
	(2) Vested benefits	**3c(2)**		5434026
	(3) Total active	**3c(3)**	177	5771825
d	Total	**3d**	612	18709620

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	**4a**	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	

5	Effective interest rate	**5**	6.04 %
6	Target normal cost	**6**	20417

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

04/30/2012
Date

PAMELA K. PORTER, E.A.
Type or print name of actuary

11-05561
Most recent enrollment number

AON CONSULTING, INC.
Firm name

312-381-1000
Telephone number (including area code)

200 EAST RANDOLPH STREET SUITE 900
CHICAGO, IL 60601
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 15.36%		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 6.63 % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	83.63 %
15	Adjusted funding target attainment percentage	15	83.63 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	82.36 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/13/2011	129559				
10/13/2011	129559				
12/15/2011	154430				
			Totals ► 18(b)	413548	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	401187

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.14%	5.90%	6.45 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	20417
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	3062107	380770
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	401187

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	401187
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	401187

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 10/24/2011

A Name of plan
ALBERTO-CULVER HOURLY PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ALBERTO-CULVER USA, INC. C/O JOSEPH MEAD

D Employer Identification Number (EIN)
36-3664158

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

WELLS FARGO FUNDS MANAGEMENT, LLC
525 MARKET STREET
SAN FRANCISCO, CA 94105

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 52	NONE	20342	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 10/24/2011

A Name of plan
ALBERTO-CULVER HOURLY PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ALBERTO-CULVER USA, INC. C/O JOSEPH MEAD

D Employer Identification Number (EIN)
36-3664158

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)	211111	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	65	0
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)		
(9) Value of interest in common/collective trusts	1c(9)	14965113	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	476654	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	15652943	0
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	10712	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	10712	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	15642231	0

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)	413548	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		413548
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)	448	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		448
(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)		-900270
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		-486274
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	662479	
(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)		662479
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)	20342	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		20342
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		682821
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1169095
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		14473136

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: KPMG LLP (2) EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

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

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)
UNICARE RETIREMENT PLAN	13-2915928	002

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 10/24/2011

A Name of plan
ALBERTO-CULVER HOURLY PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ALBERTO-CULVER USA, INC. C/O JOSEPH MEAD

D Employer Identification Number (EIN)
36-3664158

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 94-1347393

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** 1

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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): _____

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):

KPMG LLP
303 East Wacker Drive
Chicago, IL 60601-5212

Independent Auditors' Report

The Plan Administrator
Alberto Culver Hourly Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Alberto Culver Hourly Pension Plan (the Plan) as of October 24, 2011 and March 31, 2011, the related statements of changes in net assets available for benefits for the period April 1, 2011 to October 24, 2011 and for the year ended March 31, 2011, and the supplemental Schedule H, line 4j – Schedule of Reportable Transactions for the period ended October 24, 2011. 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 investment information summarized in note 8 to the financial statements, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustee as of October 24, 2011 and March 31, 2011 and for the period April 1, 2011 to October 24, 2011 and for the year ended March 31, 2011, that the information provided by the plan administrator by the Trustee is complete and accurate.

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

On May 10, 2011, Alberto-Culver Company (the Company) entered into an agreement pursuant to which Unilever N.V., Unilever PLC and other related companies (collectively referred to as Unilever) acquired all of the outstanding shares the Company's common stock. As discussed in note 1 to the financial statements, in connection with the merger of the Company and Unilever, the Board of Directors of Alberto-Culver USA, Inc., the Plan Sponsor, voted on October 18, 2011 to merge the Plan with and into the UNICare Retirement Plan effective October 24, 2011. All plan assets were transferred to the UNICare Retirement Plan on October 24, 2011.

KPMG LLP

Chicago, Illinois
April 30, 2012

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial 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) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	2011 This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 04/01/2011 and ending 10/24/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan	B Three-digit plan number (PN) ▶	003
Alberto-Culver Hourly Pension Plan		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
Alberto-Culver USA, Inc.	36-3664158	

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 4 Day 1 Year 2011

2	Assets:			
	a Market value		**2a**	15,647,513
	b Actuarial value		**2b**	15,647,513
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	161	8,630,589
	b For terminated vested participants	**3b**	274	4,307,206
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		337,799
	(2) Vested benefits	**3c(2)**		5,434,026
	(3) Total active	**3c(3)**	177	5,771,825
	d Total	**3d**	612	18,709,620
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	6.04 %
6	Target normal cost		**6**	20,417

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Pamela K. Porter / PKP — Signature of actuary — 04/30/2012 — Date

Pamela K. Porter, E.A. — Type or print name of actuary — 11-05561 — Most recent enrollment number

Aon Consulting, Inc. — Firm name — (312) 381-1000 — Telephone number (including area code)

200 East Randolph Street Suite 900

Chicago IL 60601 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 15.36%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 6.63% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	83.63 %
15	Adjusted funding target attainment percentage	15	83.63 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	82.36 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/13/2011	129,559				
10/13/2011	129,559				
12/15/2011	154,430				
			Totals • 18(b)	413,548	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	401,187

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.14 %	5.90 %	6.45 %	☐ N/A, full yield curve used

b Applicable month (enter code) — **21b**: 4

22 Weighted average retirement age — **22**: 65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment — **27**:

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years — **28**: 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) — **29**: 0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) — **30**: 0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6) — **31a**: 20,417

b Excess assets, if applicable, but not greater than 31a — **31b**: 0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	3,062,107	380,770
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — **33**: 0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)... — **34**: 401,187

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35) — **36**: 401,187

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) — **37**: 401,187

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) — **38a**: 0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances — **38b**: 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) — **39**: 0

40 Unpaid minimum required contributions for all years — **40**: 0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment — **42**:

43 Excess installment acceleration amount to be carried over to future plan years — **43**:

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

For ERISA Requirements

Interest rates	Based on segment rates with a four month lookback (as of December 2010)
1st segment rate	3.14%
2nd segment rate	5.90%
3rd segment rate	6.45%
Retirement age	
Active participants	See Table 1
Terminated vested participants	Age 65
Mortality rates	
Healthy and disabled	2011 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal rates	See Table 2
Disability rates	See Table 3
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving spouse benefit	It is assumed that 90% of males and 90% of females have an eligible spouse, and that males are five years older than their spouses.
Benefit limits	Projected benefits are limited by the current IRC section 415 maximum benefit of $195,000.
Valuation of plan assets	Fair market value
Trust expenses included in target normal cost	$35,000 (before pro-rating)
Actuarial method	Standard unit credit cost method
Valuation date	April 1, 2011

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd.)

Changes in ERISA Methods/Assumptions Since the Prior Year

Method Changes
The funding valuation does not reflect any method changes.

Assumption Changes
The funding valuation reflects the following assumption changes:

- A change in the interest rate assumption from segment rates as of December 2009 to segment rates as of December 2010.
- A change in the mortality assumption from the 2010 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) to the 2011 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
- The contribution requirements for the Minimum Required Contribution were prorated for the short Plan Year.

Table 1
Retirement Rates—Retirement Rates

Age	Rate
65+	100.00%

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd.)

Table 2

Withdrawal Rates—Termination Rates

Age	Male	Female	Age	Male	Female
15	0.0000%	0.0000%	45	8.5716%	8.6889%
16	0.0000%	0.0000%	46	7.9692%	8.1046%
17	0.0000%	0.0000%	47	7.3443%	7.4996%
18	0.0000%	0.0000%	48	6.6942%	6.8714%
19	0.0000%	0.0000%	49	6.0184%	6.2192%
20	17.9623%	17.9811%	50	5.3211%	5.5473%
21	17.8455%	17.8646%	51	4.6152%	4.8683%
22	17.7161%	17.7357%	52	3.9212%	4.2019%
23	17.5743%	17.5942%	53	3.2637%	3.5718%
24	17.4199%	17.4405%	54	2.6681%	3.0026%
25	17.2536%	17.2747%	55	2.1569%	2.5159%
26	17.0721%	17.0941%	56	1.7227%	2.1042%
27	16.8358%	16.8588%	57	1.3716%	1.7752%
28	16.5517%	16.5758%	58	1.1047%	1.5324%
29	16.2273%	16.2525%	59	0.9174%	1.3737%
30	15.8689%	15.8954%	60	0.8011%	1.2928%
31	15.4828%	15.5109%	61	0.7456%	1.2818%
32	15.0743%	15.1042%	62	0.7387%	1.3310%
33	14.6475%	14.6795%	63	0.7677%	1.4299%
34	14.2059%	14.2401%	64	0.8199%	1.5682%
35	13.7500%	13.7884%	65	0.8826%	1.7354%
36	13.2867%	13.3272%	66	0.9614%	1.9376%
37	12.8129%	12.8560%	67	1.0308%	2.1431%
38	12.3286%	12.3752%	68	1.0757%	2.3284%
39	11.8333%	11.8844%	69	1.1126%	2.5022%
40	11.3262%	11.3835%	70	1.1773%	2.6918%
41	10.8060%	10.8714%	71	1.2829%	2.9055%
42	10.2714%	10.3466%	72	1.4106%	3.1317%
43	9.7209%	9.8083%	73	1.5404%	3.3603%
44	9.1545%	9.2558%	74	1.6689%	3.5986%

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd.)

Table 3

Disability Rates—Disability Rates

Age	Male	Female	Age	Male	Female
15	0.00%	0.00%	45	0.10%	0.15%
16	0.00%	0.00%	46	0.11%	0.16%
17	0.00%	0.00%	47	0.12%	0.18%
18	0.00%	0.00%	48	0.14%	0.20%
19	0.00%	0.00%	49	0.16%	0.23%
20	0.03%	0.04%	50	0.18%	0.26%
21	0.03%	0.04%	51	0.20%	0.29%
22	0.03%	0.04%	52	0.23%	0.33%
23	0.03%	0.05%	53	0.26%	0.37%
24	0.03%	0.05%	54	0.30%	0.42%
25	0.03%	0.05%	55	0.36%	0.49%
26	0.04%	0.05%	56	0.42%	0.58%
27	0.04%	0.05%	57	0.50%	0.68%
28	0.04%	0.06%	58	0.59%	0.80%
29	0.04%	0.06%	59	0.69%	0.94%
30	0.04%	0.06%	60	0.90%	1.21%
31	0.04%	0.06%	61	1.16%	1.54%
32	0.04%	0.07%	62	1.46%	1.93%
33	0.05%	0.07%	63	1.81%	2.38%
34	0.05%	0.08%	64	2.22%	2.89%
35	0.05%	0.08%	65+	0.00%	0.00%
36	0.06%	0.08%			
37	0.06%	0.09%			
38	0.06%	0.09%			
39	0.06%	0.10%			
40	0.07%	0.10%			
41	0.07%	0.11%			
42	0.08%	0.12%			
43	0.08%	0.13%			
44	0.09%	0.14%			

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd.)

Discussion of Actuarial Assumptions and Methods

For the funding valuation, the allowable interest rates and mortality tables available to measure plan liabilities are prescribed by IRC section 412. Aon Hewitt provided guidance with respect to the alternative interest rate and mortality table options, and it is our belief that the options prescribed by Alberto Culver Company are appropriate for funding purposes. It is our belief that all other actuarial assumptions used for the funding valuation represent reasonable expectations of anticipated plan experience. The actuarial cost method used is prescribed by IRC section 412. While the method used to value assets is prescribed by Alberto Culver Company, Aon Hewitt provided guidance with respect to the use of this method, and it is our belief that the method is appropriate for funding purposes.

For the plan accounting valuation, Alberto Culver Company selected the economic and demographic assumptions and prescribed them for use for purposes of compliance with ASC 960. Aon Hewitt provided guidance with respect to these assumptions, and it is our belief that the assumptions represent reasonable expectations of anticipated plan experience. The asset and actuarial cost methods used are prescribed by ASC 960.

Calculation of Normal Costs and Liabilities

The method used to calculate the ERISA target normal cost and funding target, and ASC 960 liabilities is the unit credit cost method. The funding target under IRC section 430 is calculated as the present value of all benefits that have been accrued or earned under the plan as of the first day of the plan year, based on current service and current pay. The target normal cost is the present value of all benefits expected to accrue or be earned under the plan during the plan year, including any increase in benefits earned in prior plan years attributable to compensation increases in the current plan year.

Under this method, benefits are estimated at each decrement age using service and earnings as of the valuation date. The present value of these estimated benefits using the applicable ERISA or ASC 960 assumptions is the ERISA funding target or ASC 960 actuarial present value of accumulated plan benefits. The target normal cost is the present value of the benefits earned during the year.

For calculating the actuarial present value of vested benefits, benefits at each decrement age are determined in the same manner, but are then multiplied by each participant's vesting percentage as of the valuation date. The present value of these estimated vested benefits is determined without recognition of any benefit for which a participant will become entitled only through the advancement in service or age while actively employed. In addition, certain ancillary benefits have been treated as vested consistent with PBGC premium regulations.

The ERISA funding target for lump sum benefits is determined by valuing the annuity that corresponds to the distribution using special actuarial assumptions, as described under Treasury regulations section 1.430(d). Under these special assumptions, for the period beginning with the annuity starting date, the current IRC section 417(e) applicable mortality table is substituted for the mortality table otherwise used.

Schedule SB, Part V – Summary of Plan Provisions

The following summary describes plan provisions assumed in calculating the cost of the Hourly Pension plan.

Effective Date

The effective date of the plan is April 1, 1976. Effective December 31, 2007 benefit accruals were frozen in both the Hourly and Union Plans. Effective March 31, 2008, the Union Plan was merged into the Hourly Plan.

Plan Year

A period commencing on April 1 and ending on the following March 31.

Eligibility for Participation

Hourly: Each hourly employee of the Company who is not covered under a union contract will be eligible for coverage on the first April 1 coincident with or next following his completion of 6 months of employment and attainment of age 20½.

Union: Each employee of the Company who is a member of the United Steel Workers of America, Local 9777, will be eligible for coverage on the first April 1 coincident with or next following his completion of 6 months of employment and his attainment of age 20½.

Effective December 31, 2007, no new entrants are permitted to participate in the plan.

Employee Contributions

There are no employee contributions allowed in this plan.

Vesting Service

Vesting service means employment for which an employee received credit for determining his eligibility for benefits. An employee is credited with one year of vesting service upon completion of 1,000 hours of service in any plan year in which he is at least 18 years of age.

In the event a nonvested participant incurs consecutive one-year breaks in service equal to the greater of five or the number of his years of vesting service, such vesting service will be cancelled.

Schedule SB, Part V – Summary of Plan Provisions (cont'd.)

Benefit Service

For Plan Years Beginning Before April 1, 1997– Benefit service means employment for which an employee received credit for determining the amount of his benefit. An employee is credited with one year of benefit service for each plan year during which he completes 2,000 hours of service. An employee who completes at least 1,000 hours of service but less than 2,000 hours will be credited with benefit service in the proportion that his actual hours bear to 2,000. An employee credited with less than 1,000 hours of service in a plan year receives no benefit service credit for that plan year.

For Plan Years Beginning On or After April 1, 1997 – Benefit service means employment for which an employee received credit for determining the amount of his benefit.
An employee is credited with one year of benefit service for each plan year during which he completes 1,600 hours of service. An employee who completes at least 800 hours of service but less than 1,600 hours will be credited with benefit service in the proportion that his actual hours bear to 1,600. An employee credited with less than 800 hours of service in a plan year receives no benefit service credit for that plan year.

If a portion of an employee's years of vesting service is disregarded in accordance with the vesting service provisions, his benefit service for the same period will also be disregarded.

Normal Retirement Date

The day of the participant's 65th birthday.

Employment After Normal Retirement Date

Employment may be continued after the normal retirement date, and, in such case, pension payments shall commence on the first day of the month following the participant's last day of full-time employment. The deferred retirement pension will be based on the benefit service credited to the actual date of retirement.

Schedule SB, Part V – Summary of Plan Provisions (cont'd.)

Normal Retirement Benefit

Eligibility - Participants are eligible for the normal retirement benefit if they retire on or after their normal retirement date.

Monthly benefit amount - the normal retirement benefit, payable as a single life annuity, for Hourly participants is equal to:

(a) For a participant retiring during the period beginning April 1, 1995, the monthly retirement pension will be equal to $15.75 times benefit service performed on or after the effective date, plus $14.00 times benefit service credited prior to the effective date.

(b) For a participant retiring during the period beginning April 1, 1996, the monthly retirement pension will be equal to $16.75 times benefit service performed on or after the effective date, plus $15.50 times benefit service credited prior to the effective date.

(c) For a participant retiring during the period beginning April 1, 1997, the monthly retirement pension will be equal to $17.75 times benefit service performed on or after the effective date, plus $17.75 times benefit service credited prior to the effective date.

(d) For a participant retiring during the period beginning April 1, 1998, the monthly retirement pension will be equal to $21.00 times benefit service performed on or after the effective date, plus $21.00 times benefit service credited prior to the effective date.

(e) For a participant retiring during the period beginning April 1, 1999, the monthly retirement pension will be equal to $22.50 times benefit service performed on or after the effective date, plus $22.50 times benefit service credited prior to the effective date.

(f) For a participant retiring during the period beginning April 1, 2000, the monthly retirement pension will be equal to $23.50 times benefit service performed on or after the effective date, plus $23.50 times benefit service credited prior to the effective date.

(g) For a participant retiring during the period beginning April 1, 2001, the monthly retirement pension will be equal to $25.00 times benefit service performed on or after the effective date, plus $25.00 times benefit service credited prior to the effective date.

(h) For a participant retiring during the period beginning April 1, 2002, the monthly retirement pension will be equal to $27.00 times benefit service performed on or after the effective date, plus $27.00 times benefit service credited prior to the effective date.

(i) For a participant retiring during the period beginning April 1, 2003, the monthly retirement pension will be equal to $28.50 times benefit service performed on or after the effective date, plus $28.50 times benefit service credited prior to the effective date.

(j) For a participant retiring during the period beginning April 1, 2004, the monthly retirement pension will be equal to $30.00 times benefit service performed on or after the effective date, plus $30.00 times benefit service credited prior to the effective date.

Schedule SB, Part V – Summary of Plan Provisions (cont'd)

The retirement pension for former Milani Foods participants will be equal to:

(k) For a participant retiring during the period beginning November 1, 1995, the monthly retirement pension will be equal to $16.75 times benefit service performed on or after the effective date, plus $15.50 times benefit service credited prior to the effective date.

(l) For a participant retiring during the period beginning November 1, 1996, the monthly retirement pension will be equal to $17.75 times benefit service performed on or after the effective date, plus $17.75 times benefit service credited prior to the effective date.

(m) For a participant retiring on or after April 1, 1997, the monthly retirement pension will be the same as all other plan participants.

Monthly benefit amount - the normal retirement benefit, payable as a single life annuity, for Union participants is equal to:

(a) For a participant retiring during the period beginning April 1, 1997, the monthly retirement pension will be equal to $16.75 times benefit service performed on or after the effective date, plus $16.00 times benefit service credited prior to the effective date.

(b) For a participant retiring during the period beginning April 1, 1998, the monthly retirement pension will be equal to $17.50 times benefit service performed on or after the effective date, plus $17.25 times benefit service credited prior to the effective date.

(c) For a participant retiring during the period beginning April 1, 1999, the monthly retirement pension will be equal to $19.00 times benefit service performed on or after the effective date, plus $19.00 times benefit service credited prior to the effective date.

(d) For a participant retiring during the period beginning April 1, 2000, the monthly retirement pension will be equal to $20.00 times benefit service performed on or after the effective date, plus $20.00 times benefit service credited prior to the effective date.

(e) For a participant retiring during the period beginning April 1, 2001, the monthly retirement pension will be equal to $21.00 times benefit service performed on or after the effective date, plus $21.00 times benefit service credited prior to the effective date.

(f) For a participant retiring during the period beginning April 1, 2002, the monthly retirement pension will be equal to $23.00 times benefit service performed on or after the effective date, plus $23.00 times benefit service credited prior to the effective date.

(g) For a participant retiring during the period beginning April 1, 2003, the monthly retirement pension will be equal to $24.25 times benefit service performed on or after the effective date, plus $24.25 times benefit service credited prior to the effective date.

(h) For a participant retiring during the period beginning April 1, 2004, the monthly retirement pension will be equal to $25.25 times benefit service performed on or after the effective date, plus $25.25 times benefit service credited prior to the effective date.

(i) For a participant retiring during the period beginning April 1, 2005, the monthly retirement pension will be equal to $26.00 times benefit service performed on or after the effective date, plus $26.00 times benefit service credited prior to the effective date.

(j) For a participant retiring during the period beginning April 1, 2006, the monthly retirement pension will be equal to $27.00 times benefit service performed on or after the effective date, plus $27.00 times benefit service credited prior to the effective date.

Payment - Payments commence on the first day of the month coincident with or next following the participant's normal retirement date.

Schedule SB, Part V – Summary of Plan Provisions (cont'd)

Early Retirement Benefit

Eligibility - Participants are eligible for the early retirement benefit if they have attained age 60 and completed 10 years of vesting service.

Monthly benefit amount - Participants who retire on their early retirement date shall be entitled to receive an early retirement benefit calculated in the same way as the normal retirement benefit, but based on his benefit service at his early retirement date and actuarially equivalent to the pension payable at his normal retirement date.

Payment - Payments commence on the first of the month coincident with or next following the participant's early retirement date.

Vested Accrued Benefit

Eligibility - Participants must have completed at least 5 years of vesting service or attained age 65 while employed.

Monthly benefit amount - Computed in the same manner as the normal retirement pension but based on his benefit service at his date of termination of employment.

Payment - Payment commences on the participant's normal retirement date. The participant may elect to receive an actuarially-reduced pension commencing on or after the first day of the month following his attainment of age 60 if he has at least 10 years of vesting service.

Disability Retirement Benefit

Eligibility – Prior to April 1, 1997, participants must have completed at least 15 years of vesting service. On or after April 1, 1997, participants must have completed at least 10 years of service.

Monthly benefit amount - Computed in the same manner as the pension for a terminated vested participant.

Payment - Payment commences on the first day of the month following certification of the claim for disability by the Pension Committee.

Schedule SB, Part V – Summary of Plan Provisions (cont'd)

Normal Form of Benefit Payment

For participants without an eligible spouse, the normal form of benefit is a life annuity. For participants with an eligible spouse, the normal form of payment is a reduced 50% joint and survivor annuity. Under this form of payment, an actuarially reduced benefit is payable during the life of the participant, and 50% of such benefit amount is payable to the surviving spouse, if applicable, following the participant's death.

Death Benefits

In the event a participant dies in active employment or after terminating with a vested benefit, a death benefit will be payable if one of the following conditions is met:

The participant's death occurs after he is eligible for a vested benefit, but prior to age 65, and he and his spouse had been married throughout the one-year period preceding his death; or

The participant's death occurs at or after age 65 and he and his spouse had been married throughout the one-year period preceding his death.

The death benefit payable to the spouse equals 50% of the employee's vested benefit at death reduced for early commencement and for a 50% joint and survivor annuity. This benefit will commence at the time that the employee would have first become eligible for an early retirement benefit had he lived.

If any participant has retired and elected one of the optional forms available under the plan, the benefit will be paid in accordance with the option elected.

Union Rule of 85 Early Retirement Window

Union participants whose age plus service is at least 85 may retire with a benefit unreduced for early retirement between April 1, 2008 and March 31, 2010.

Schedule SB, Part V – Summary of Plan Provisions (cont'd)

Amendment or Termination of Plan

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards or is unable to pay benefits when due.

If the Plan is terminated, the Plan assets will be distributed among the Plan participants based upon a priority allocation procedure, and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

Additional Information

The above description is a summary only; for additional details, reference should be made to the formal Plan document

Plan Changes Since the Prior Year

The funding and plan reporting valuations do not reflect any plan changes.

Schedule SB, Line 26 – Schedule of Active Participant Data

Alberto Culver Company
Alberto Culver Hourly Pension Plan
Active Employees

EIN: 36-3664158 PN: 003

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34				1						
35-39			2	4	5	1				
40-44			1	7	2	6				
45-49			6	8	7	12	3	1		
50-54			2	5	8	12	10	5		
55-59			5	6	4	7	2	7	3	
60-64			2	6	3	5	3	1	3	2
65-69			2	1	3		2		1	1
70+										

N-177

Plan Sponsor: Alberto-Culver USA, Inc.
Plan Name: Alberto-Culver Hourly Pension Plan
EIN / Plan Number: 36-3664158 / 003

Schedule SB, Line 32 – Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	$ 1,347,504	April 1, 2008	4	$ 352,656
Shortfall	$ 267,716	April 1, 2009	5	$ 56,904
Shortfall	$ 401,922	April 1, 2010	6	$ 73,673
Shortfall	$ 1,044,965	April 1, 2011	7	$ 169,515
Total	$ 3,062,107			$ 652,748

The amortization installments shown in the table above represent the amounts payable for a full year. Due to the short plan year ending October 23, 2011, the net shortfall amortization installment was prorated for 7 months. Therefore, the installment amount reported on Line 32 is $380,770.

ALBERTO-CULVER HOURLY PENSION PLAN

Financial Statements and Supplemental Schedule

October 24, 2011 and March 31, 2011

(With Independent Auditors' Report Thereon)

ALBERTO-CULVER HOURLY PENSION PLAN

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KPMG LLP
303 East Wacker Drive
Chicago, IL 60601-5212

Independent Auditors' Report

The Plan Administrator
Alberto Culver Hourly Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Alberto Culver Hourly Pension Plan (the Plan) as of October 24, 2011 and March 31, 2011, the related statements of changes in net assets available for benefits for the period April 1, 2011 to October 24, 2011 and for the year ended March 31, 2011, and the supplemental Schedule H, line 4j – Schedule of Reportable Transactions for the period ended October 24, 2011. 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 investment information summarized in note 8 to the financial statements, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustee as of October 24, 2011 and March 31, 2011 and for the period April 1, 2011 to October 24, 2011 and for the year ended March 31, 2011, that the information provided by the plan administrator by the Trustee is complete and accurate.

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

On May 10, 2011, Alberto-Culver Company (the Company) entered into an agreement pursuant to which Unilever N.V., Unilever PLC and other related companies (collectively referred to as Unilever) acquired all of the outstanding shares the Company's common stock. As discussed in note 1 to the financial statements, in connection with the merger of the Company and Unilever, the Board of Directors of Alberto-Culver USA, Inc., the Plan Sponsor, voted on October 18, 2011 to merge the Plan with and into the UNICare Retirement Plan effective October 24, 2011. All plan assets were transferred to the UNICare Retirement Plan on October 24, 2011.

KPMG LLP

Chicago, Illinois
April 30, 2012

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

ALBERTO-CULVER HOURLY PENSION PLAN

Statements of Net Assets Available for Benefits

	October 24, 2011	March 31, 2011
Assets:		
Investments, at fair value:		
Cash equivalents	$ —	476,654
Common/collective trusts	—	14,965,113
Total investments, at fair value	—	15,441,767
Receivables:		
Employer contributions	—	211,111
Dividend/other income receivable	—	65
Total assets	—	15,652,943
Liabilities:		
Administrative expenses	—	10,712
Net assets available for benefits	$ —	15,642,231

See accompanying notes to financial statements.

ALBERTO-CULVER HOURLY PENSION PLAN

Statements of Changes in Net Assets Available for Benefits

	Period ended October 24, 2011	Year ended March 31, 2011
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ (900,270)	2,055,152
Dividends/other income	448	683
Total investment income (loss)	(899,822)	2,055,835
Employer contributions	413,548	548,281
Deductions:		
Benefits paid to participants	(662,479)	(1,000,711)
Administrative expenses	(20,342)	(39,600)
Plan merger – transfer to UNICare Retirement Plan	(14,473,136)	—
Total deductions	(15,155,957)	(1,040,311)
Net increase (decrease)	(15,642,231)	1,563,805
Net assets available for benefits beginning of period	15,642,231	14,078,426
Net assets available for benefits end of period	$ —	15,642,231

See accompanying notes to financial statements.

(1) Description of the Plan

On May 10, 2011, Unilever N.V., Unilever PLC and other related companies (collectively referred to as Unilever) acquired all of the outstanding shares of Alberto-Culver Company's common stock. This transaction was structured as a merger whereby a subsidiary of Unilever's U.S. operating company merged with and into Alberto-Culver Company, with Alberto-Culver Company surviving as a wholly owned subsidiary of Unilever. As a result of Unilever's acquisition of Alberto-Culver Company, the Alberto-Culver Hourly Pension Plan (the Plan) was merged with and into the UNICare Retirement Plan, effective October 24, 2011 (the Plan Merger Date). Furthermore, the assets of the Plan were transferred and merged into the UNICare Retirement Plan on October 24, 2011.

The accompanying financial statements and notes to financial statements cover the period from April 1, 2011 through October 24, 2011, as well as the Plan's full fiscal year ended March 31, 2011.

The following description of the the Plan provides only general information about the provisions and activities of the Plan prior to the Plan Merger Date. Participants should refer to the plan document for a more complete description of the Plan's provisions. In addition, these disclosures are not necessarily indicative of the ongoing provisions and activities that participants should expect as part of the UNICare Retirement Plan.

(a) General

The Plan is a defined benefit plan covering eligible hourly employees of Alberto-Culver USA, Inc. (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and the Plan's pension benefits are guaranteed by the Pension Benefit Guaranty Corporation (PBGC).

The Company is the plan administrator. The investment assets of the Plan were held and invested by Wells Fargo Bank, N.A. (Wells Fargo). Wells Fargo is the Trustee of the Plan. The Company has granted the Trustee discretionary authority concerning the purchases and sales of the Plan's investments.

As of the Plan Merger Date, $14,473,136 in plan assets were transferred and merged into the UNICare Retirement plan. The plan assets included $14,318,532 in cash equivalents and $154,604 of receivables related to dividend/other income and a minimum required employer contribution that was contributed to the Plan subsequent to the Plan Merger Date.

Effective April 1, 2008, by unanimous consent of the Board of Directors of the Company adopted on March 3, 2008, the Alberto-Culver Local 9777 Pension Plan (the Union Plan) was merged into the Plan. Furthermore, the assets of the Union Plan Trust were transferred and merged into the Alberto-Culver Hourly Pension Plan Trust on April 24, 2008.

Pursuant to the collective bargaining agreement entered into between the Company and the Local 9777 of the United Steelworkers of America (the Union) effective May 1, 2007, no Union employees hired on or after January 1, 2008 are eligible to participate in the Plan, and no additional benefit service is credited under the Plan after such date. Plan participants not vested as of January 1, 2008 will be credited for future years of service for vesting purposes only.

(Continued)

The purpose of the Plan is to provide retirement income to participants with a minimum of five years of vesting service. If participants terminate before rendering five years of vesting service, they forfeit their rights to pension benefits.

Participants with a minimum of five years of vesting service are entitled to pension benefits beginning at the normal retirement age (65), equal to the years of benefit service multiplied by the benefit factor in effect at the time the participant's employment is terminated (or the participant ceases to be a participant in the Plan). Participants who continue to work past their normal retirement dates shall commence benefits no later than the April 1 following the calendar year in which they attain age 70½. The amount of required distributions shall be based on the benefit factor in effect the April 1 following the calendar year in which the participant attains age 70½. Early retirement benefits and disability retirement benefits are also available to participants in the Plan.

Participants with a minimum of 10 years of vesting service are eligible to receive early retirement benefits upon attaining age 60. The amount of an early retirement benefit will be the actuarial equivalent to the amount of a normal retirement benefit the participant would have been able to collect if the participant had waited until attaining age 65.

A participant who becomes continuously and permanently disabled, while employed by the Company, and has at least 10 years of vesting service may apply for a disability retirement benefit. The amount of a disability retirement benefit will be equal to that computed for a normal retirement benefit, based on the participant's benefit service up to the date of retirement for disability, and the benefit factor in effect at that time.

Participants who are single when they retire must take their retirement benefits as a single-life annuity. Participants who are married at the time they are eligible for retirement benefits may elect to receive joint and 50% survivor annuities. The amount of the initial pension benefit to a participant under a joint and 50% survivor annuity is the actuarial equivalent to the pension benefit payable under a single-life annuity. As such, the joint and 50% survivor annuity's initial pension benefit will be less than that payable under a single-life annuity. However, the joint and 50% survivor annuity will pay a pension benefit to a participant's surviving spouse equal to 50% of the initial pension benefit.

A married participant may elect to receive an annuity for the life of the participant with a survivor annuity for the life of his or her eligible surviving spouse, which is equal to 75% of the amount of the pension benefit payable during the joint lives of the married participant and his or her spouse and which is actuarially equivalent to the amount of the single-life annuity otherwise payable for the life of the married participant.

Furthermore, the collective bargaining agreement entered into between the Company and the Union effective May 1, 2010 provided Union employees who were eligible to receive benefits the option to receive their pension benefit in a lump sum in lieu of the annuity options described above.

(b) Funding Policy

Company contributions are made based on a determination by the Plan's consulting actuary and are in accordance with Plan requirements and the minimum funding provisions of the Internal Revenue Code, as amended (the Code) and ERISA. At the plan administrator's discretion, amounts in excess of the minimum required contributions may be made from time to time. Participants are not permitted to make contributions to the Plan.

(c) Administrative Expenses

The Trustee charges certain administrative fees that are paid by the Plan. All other plan-related expenses are paid by the Company, which is a party-in-interest. These other expenses, which are not reflected in the accompanying financial statements, constitute exempt party-in-interest transactions under ERISA.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements of the Plan are prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

(b) Asset Valuation and Income Recognition

Cash equivalents are recorded at fair value. They represent investments in institutional money market funds, which are actively traded and have quoted market prices.

The Plan's common/collective trust funds are stated at fair value. Fair value of these pooled separate accounts is measured by the net unit value, which is based on the fair value of the underlying assets of the accounts.

The carrying value of receivables approximates their fair value, given the short maturity of those instruments.

Net appreciation (depreciation) in fair value of investments includes gains and losses on investments bought and sold as well as those held during the year. Purchases and sales of investments in the Plan are recorded on their trade dates. When investments are sold, the difference between the original cost (computed on an average-cost basis) and the proceeds received is recorded as a realized gain or loss.

Interest and dividends are recorded when earned.

(c) Payment of Benefits

Benefit payments to participants are generally recorded upon distribution from the Plan.

(d) Use of Estimates

The preparation of financial statements in conformity with GAAP requires the use of estimates and assumptions that may affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits and actuarial present

value of accumulated plan benefits during the reporting period and related disclosures. Actual results could differ from those estimates.

*(e) **Risks and Uncertainties***

The Plan invests in various forms of investments. These investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

(3) Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurement*, defines fair value as 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 and classifies the inputs used to measure fair value into the following hierarchy:

- Level 1 – Quoted prices for identical instruments in active markets;
- Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; and
- Level 3 – Valuations based on inputs that are unobservable, generally utilizing pricing models or other valuation techniques that reflect management's judgment and estimates.

As of the Plan Merger Date, all of the Plan's assets were transferred and merged into the UNICare Retirement Plan; therefore, the Plan held no investment assets as of October 24, 2011.

The table below sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of March 31, 2011:

	March 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash equivalents	$ 476,654	—	—	476,654
Common/collective trust funds:				
Domestic equity securities	—	9,248,987	—	9,248,987
International equity securities	—	1,655,673	—	1,655,673
Domestic debt securities	—	4,060,453	—	4,060,453
Total investments measured at fair value	$ 476,654	14,965,113	—	15,441,767

The valuation techniques used to measure fair value of cash equivalents and common/collective trust funds are described in note 2(b). All of the Plan's investments can be redeemed with no restrictions.

(Continued)

(4) Other Investment-Related Disclosures

The fair value of investments as of March 31, 2011 is as follows:

	March 31, 2011
Cash equivalents:	
Wells Fargo Advantage Prime Money Market Fund	$ 476,654
Equity investments:	
Wells Fargo Large Cap Value Index Fund [1]	2,496,830
Wells Fargo International Equity Index Fund [1]	1,655,673
Wells Fargo Large Cap Growth Index Fund [1]	3,974,009
Wells Fargo Russell 2000 Index Fund [1]	2,778,148
Fixed income investments:	
Wells Fargo US Aggregate Bond Index Fund [1]	4,060,453
	$ 15,441,767

[1] Investment as of March 31, 2011 that represents more than 5% of plan net assets.

During the period ended October 24, 2011 and the year ended March 31, 2011, the Plan's investments (including investments bought, sold, and held during the periods) appreciated (depreciated) in value as follows:

	October 24, 2011	March 31, 2011
Equity funds	$ (1,129,377)	1,871,498
Fixed income fund	229,107	183,654
Net appreciation (depreciation) in fair value of investments	$ (900,270)	2,055,152

(5) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service that employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits for the period ended October 24, 2011 was determined on April 1, 2011.

(Continued)

The actuarial present value of accumulated plan benefits for the years ended March 31, 2011 and 2010 is as follows:

		2011	2010
Vested benefits:			
Participants currently receiving benefits	$	7,572,303	6,539,659
Other participants		7,884,044	8,196,429
		15,456,347	14,736,088
Nonvested benefits		302,789	224,330
Total actuarial present value of accumulated plan benefits	$	15,759,136	14,960,418

Information regarding the change in the actuarial present value of accumulated plan benefits for the year ended March 31, 2011 is as follows:

Actuarial present value of accumulated plan benefits at beginning of year	$	14,960,418
Increase (decrease) during the year attributed to:		
Actuarial loss		854,886
Benefits paid		(1,162,569)
Change in actuarial assumptions		27,178
Net interest		1,079,223
Actuarial present value of accumulated plan benefits at end of year	$	15,759,136

Subsequent to the year ended March 31, 2010, the plan administrator identified a compliance issue with the Plan in which employed participants who were at least 70½ years of age were not receiving required distributions. On January 10, 2011, the plan administrator, in accordance with the Internal Revenue Service's (IRS) Employee Plans Compliance Resolution System (EPCRS) program, corrected this compliance issue by distributing $161,858 in accumulated retroactive distributions to which affected participants were entitled. To determine the actuarial present value of accumulated plan benefits for the year ended March 31, 2011, the accumulated retroactive distributions are included with the benefits paid amount in the table above.

The significant actuarial assumptions underlying the computations used in calculating the actuarial present value of accumulated plan benefits for the years ended March 31, 2011 and 2010 were (a) assumed rate of return on investments; (b) retirement at age 65; and (c) assumed mortality rates.

For the year ended March 31, 2011, a 7.5% rate of return on investments was assumed and the RP-2000 IRS PPA @ 2011 Non-Annuitant/Annuitant Tables for Males and Females was utilized. For the year ended March 31, 2010, a 7.5% rate of return on investments was assumed and the RP-2000 IRS PPA @ 2010 Non-Annuitant/Annuitant Tables for Males and Females was utilized.

(Continued)

The calculation of the present value of accumulated vested benefits (benefits to which participants are entitled regardless of future service with the Company) and the total accumulated plan benefits under the Plan were made by the Plan's consulting actuary using the unit cost actuarial credit method.

(6) Party-in-Interest Transactions

The Plan's primary investments are shares of common/collective funds managed by the Trustee. Transactions between the Plan and the Trustee qualify as party-in-interest transactions. For the period ended October 24, 2011 and the year ended March 31, 2011, fees paid by the Plan for investment management and administration services amounted to $20,342 and $39,573, respectively.

(7) Tax Status

The Plan has received a favorable determination letter from the IRS, dated June 15, 2010, indicating that the Plan is qualified under Section 401(a) of the Code and exempt from federal income taxes under Section 501(a) of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the requirements of the Code. Furthermore, the plan administrator is not aware of any activity or transactions that may adversely affect the qualified status of the Plan.

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 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 October 24, 2011, there are no uncertain 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.

(8) Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Investments, as shown in the Statements of Net Assets Available for Benefits as of October 24, 2011 and March 31, 2011.

b. Investment income (loss), as shown in the Statements of Changes in Net Assets Available for Benefits for the period ended October 24, 2011 and the year ended March 31, 2011.

c. Note 3 "Fair Value Measurements" and note 4 "Other Investment-Related Disclosures."

d. Schedule H, line 4j – Schedule of Reportable Transactions for the period ended October 24, 2011.

(Continued)

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

(9) Subsequent Events

The plan administrator has evaluated subsequent events through April 30, 2012 the date the financial statements were available to be issued and concluded that no events occurred that would require adjustment or disclosure to the financial statements.

Supplemental Schedule

ALBERTO-CULVER HOURLY PENSION PLAN

Schedule H, Line 4j – Schedule of Reportable Transactions

Period ended October 24, 2011

Identity of party involved	Description of asset	Purchase price	Sale price	Cost of asset	Net gain (loss)
Single transactions in excess of 5% of the value of the Plan assets:					
* Wells Fargo	Advantage Prime Money Market Fund	$ 13,759,579	—	13,759,579	—
* Wells Fargo	Advantage Prime Money Market Fund	—	14,318,642	14,318,642	—
* Wells Fargo	US Aggregate Bond Index Fund	—	3,884,800	3,201,777	683,023
* Wells Fargo	Large Cap Value Index Fund	—	3,009,175	3,095,416	(86,241)
* Wells Fargo	Large Cap Growth Index Fund	—	4,512,029	4,023,845	488,184
* Wells Fargo	International Equity Index Fund	—	1,429,469	1,338,463	91,006
* Wells Fargo	Russell 2000 Index Fund	—	1,564,719	1,410,090	154,629
* Wells Fargo	Russell 2000 Index Fund	—	924,105	847,247	76,858
Series of transactions:					
* Wells Fargo	Advantage Prime Money Market Fund	14,577,226	—	14,577,226	—
* Wells Fargo	Advantage Prime Money Market Fund	—	15,053,878	15,053,878	—
* Wells Fargo	US Aggregate Bond Index Fund	178,588	—	178,588	—
* Wells Fargo	US Aggregate Bond Index Fund	—	4,468,148	3,684,060	784,088
* Wells Fargo	Large Cap Value Index Fund	756,819	—	756,819	—
* Wells Fargo	Large Cap Value Index Fund	—	3,009,175	3,095,416	(86,241)
* Wells Fargo	Large Cap Growth Index Fund	831,116	—	831,116	—
* Wells Fargo	Large Cap Growth Index Fund	—	4,584,511	4,081,466	503,045
* Wells Fargo	International Equity Index Fund	72,522	—	72,522	—
* Wells Fargo	International Equity Index Fund	—	1,513,043	1,405,508	107,535
* Wells Fargo	Russell 2000 Index Fund	159,814	—	159,814	—
* Wells Fargo	Russell 2000 Index Fund	—	2,488,824	2,257,337	231,487

* Represents a party-in-interest.

See accompanying independent auditors' report.

Supplemental Schedule

ALBERTO-CULVER HOURLY PENSION PLAN

Schedule H, Line 4j – Schedule of Reportable Transactions

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* Wells Fargo	Advantage Prime Money Market Fund	—	14,318,642	14,318,642	—
* Wells Fargo	US Aggregate Bond Index Fund	—	3,884,800	3,201,777	683,023
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