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 01/01/2011 and ending 12/31/2011

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SHAKLEE 401K RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2004

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

SHAKLEE CORPORATION

4747 WILLOW ROAD
PLEASANTON, CA 94588

2b Employer Identification Number (EIN)
94-3389365

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

2d Business code (see instructions)
311900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/02/2012	MICHAEL BATESOLE
	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")
SHAKLEE CORPORATION

4747 WILLOW ROAD
PLEASANTON, CA 94588

3b Administrator's EIN
94-3389365

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

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	374
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**	345
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	54
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	399
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	399
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	329
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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 01/01/2011 and ending 12/31/2011

A Name of plan
SHAKLEE 401K RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3389365

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

JP MORGAN RETIREMENT PLAN SERVICES

71-0930784

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 50 52 59 60 63 64 65 71 72 99	NONE	3050	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	44	Yes [ ] No [X]

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

RELIANCE TRUST COMPANY

58-1428634

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 99	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	1108	Yes [ ] No [X]

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)

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 64 65 99	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	33118	Yes [ ] No [X]

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

GPC SECURITIES, INC.

58-1517899

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 64 65	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	2965	Yes [ ] No [X]

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
JP MORGAN RETIREMENT PLAN SERVICES	52 59 60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHED FEE DISCLOSURE REPORT 12-3456789	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR ASSOCIATES, LLC	27	44

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD LIFE INSURANCE COMPANY 06-0974148	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	19 99	1108

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD RETIREMENT SERVICES 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
HARTFORD RETIREMENT SERVICES, LLC	15 37 38 49 64 65 99	33118

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN RETIREMENT PLAN SERVICES 71-0930784	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GPC SECURITIES, INC.	15 64 65	2965

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
SHAKLEE 401K RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3389365

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: JP MORGAN STABLE ASSET INCOME

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
20-1978950-001	C	6884805

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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 01/01/2011 and ending 12/31/2011

A Name of plan
SHAKLEE 401K RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3389365

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	645588	570077
(9) Value of interest in common/collective trusts	1c(9)	5888522	6884805
(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)	14914125	15669521
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	21448235	23124403
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	21448235	23124403

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)	885363	
(B) Participants	2a(1)(B)	1987912	
(C) Others (including rollovers)	2a(1)(C)	215205	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3088480
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)	29179	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		29179
(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)	523916	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		523916
(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)		196081
(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)		-1056150
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2781506
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1102288	
(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)		1102288
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	3050	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3050
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1105338
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1676168
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MORRIS, DAVIS & CHAN, LLP (2) EIN: 94-2214860

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
SHAKLEE 401K RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3389365

Part I Distributions

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

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

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

EIN(s): 06-0974148

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (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):

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

AND SUPPLEMENTAL SCHEDULE

TOGETHER WITH

INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2011 AND 2010

MORRIS, DAVIS & CHAN LLP
Certified Public Accountants

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MORRIS, DAVIS & CHAN LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Shaklee 401(k) Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of the **Shaklee 401(k) Retirement Savings Plan** (the Plan) as of December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note D, which was certified by JPMorgan Chase Bank, N.A. and Prudential Bank & Trust, F.S.B., the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that JPMorgan Chase Bank, N.A. held the Plan's investment assets and executed investment transactions from January 16, 2010 through December 31, 2011, and Prudential Bank & Trust F.S.B. held the Plan's investment assets and executed investment transactions for the period from January 1, 2010 through January 15, 2010. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the trustees is complete and accurate.

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

Morris, Davis & Chan LLP

Oakland, California
September 14, 2012

1111 Broadway, Suite 1505 • Oakland, California 94607 • (510) 250-1000 • Fax (510) 250-1032

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
Assets		
Investments, at fair value:		
Mutual funds	$ 15,669,521	$ 14,914,125
Collective investment fund	6,884,805	5,888,522
	22,554,326	20,802,647
Notes receivable from participants	570,077	645,588
Employer contributions receivable	80,287	69,351
Total assets	23,204,690	21,517,586
Liabilities	-	-
Net assets available for benefits reflecting investments at fair value	23,204,690	21,517,586
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(17,073)	61,316
Net assets available for benefits	$ 23,187,617	$ 21,578,902

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

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Additions to net assets available for benefits attributed to:		
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	$ (938,458)	$ 1,883,347
Interest and dividends on investments	523,916	237,887
	(414,542)	2,121,234
Contributions:		
Employer	896,299	808,381
Participants	1,987,912	1,712,944
Rollovers	215,205	225,710
	3,099,416	2,747,035
Interest on notes receivable from participants	29,179	29,219
Total additions	2,714,053	4,897,488
Deductions from net assets available for benefits attributed to:		
Benefits paid to participants	1,102,288	1,247,556
Administrative expenses	3,050	4,157
Total deductions	1,105,338	1,251,713
Net increase	1,608,715	3,645,775
Net assets available for benefits		
Beginning of year	21,578,902	17,933,127
End of year	$ 23,187,617	$ 21,578,902

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

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE A - DESCRIPTION OF THE PLAN

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

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

Changes in Service Providers

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

Participant's Accounts

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

Contributions

A participant may elect to defer up to 50% of his or her pre-tax compensation each payroll period subject to the limitations set by the Internal Revenue Code (Code). The deferral limits are $16,500 in 2011 and 2010 for participants under age 50. The catch-up contributions for participants over age 50 are $5,500 for 2011 and 2010. The Company makes matching contributions to the account of each eligible participant equal to the sum of 100% of the amount of participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of participant's elective deferrals that exceed 3% of participant's compensation but do not exceed 5% of participant's compensation.

Vesting

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

NOTE A - DESCRIPTION OF THE PLAN (Continued)

Notes Receivable from Participants

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

Benefits Payments

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

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

Recent Accounting Pronouncement Issued and Adopted

In January 2010, Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*, expanded the required disclosures about fair value measurements. ASU 2010-06 requires separate disclosure of significant transfers into and out of Level 1 and Level 2, along with reasons for such transfers; and presentation of fair value disclosures by "nature and risk" class for all fair value assets and liabilities effective for 2010 reporting; and separate presentation of gross purchases, sales, issuances, and settlements in the Level 3 reconciliation effective beginning with 2011 reporting. The Plan's financial statements are presented to conform to the applicable requirements of ASU 2010-06. See Note D - Fair Value Measurements.

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

Net appreciation (depreciation) in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

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

Benefit Payments
Benefits to participants are recorded when paid.

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

Subsequent Events
The Plan's financial statements have been evaluated for subsequent events or transactions for potential recognition through September 14, 2012, the date the financial statements were available to be issued. Plan management determined that there are no subsequent events or transactions that require disclosure to or adjustment in the financial statements other than those noted below:

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

As of December 31, 2011 and 2010 and for the years then ended, the Plan Administrator elected the alternative method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by JPMorgan (trustee from January 16, 2010 through December 31, 2011) and by Prudential (trustee from January 1, 2010 through January 15, 2010), as complete and accurate except for comparing such information certified by the trustees to the information included in the Plan's financial statements and supplemental schedule.

The following table summarizes the investments held and certified by JP Morgan as of December 31, 2011 and 2010. Investments representing more than 5% of the Plan's net assets are listed separately.

	2011	2010
Mutual funds:		
American Funds EuroPacific Growth Fund	*	$ 1,285,110
Columbia Small Cap Value Fund	$ 1,214,345	1,190,305
JPMorgan SmartRetirement 2030 Fund	1,231,393	1,106,224
JPMorgan Equity Index Fund	1,621,550	1,461,928
Alger Capital Appreciation Institutional Fund	*	1,133,098
JPMorgan Core Bond Fund	1,327,477	1,601,106
Van Kampen Mid Cap Growth Fund	*	1,218,939
Other mutual funds	10,274,756	5,917,415
Total mutual funds	15,669,521	14,914,125
Collective investment fund:		
JPMCB Stable Asset Income Fund, at fair value	6,884,805	5,888,522
Total investments	$ 22,554,326	$ 20,802,647

* Fund was below 5% of Plan's net assets at year-end.

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

Investment (loss) income certified by JPMorgan for the period from January 16, 2010 through December 31, 2011 and by Prudential for the period from January 1, 2010 through January 15, 2010 are as follows:

	2011	2010
JPMorgan:		
Net (depreciation) appreciation in fair value of investments:		
Mutual funds	$ (1,056,150)	$ 1,454,129
Collective investment fund	117,692	108,357
	(938,458)	1,562,486
Interest and dividends	523,916	231,565
	(414,542)	1,794,051
Prudential:		
Net appreciation in fair value of investments:		
Mutual funds	-	8,360
Pooled separate accounts	-	312,501
		320,861
Interest and dividends	-	6,322
	-	327,183
Total investment (loss) income	$ (414,542)	$ 2,121,234

NOTE D - FAIR VALUE MEASUREMENTS

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

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

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

Level 2: Inputs to the valuation methodology include:

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

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

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

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used as of December 31, 2011 and 2010.

- Mutual funds are valued at the net asset value of shares held by the Plan at year-end.
- Collective investment fund is valued based on units of participation held by the Plan at year-end as reported on the audited financial statements of the JPMCB Stable Asset Income Fund.

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

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010.

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	$ 4,569,448	$ -	$ -	$ 4,569,448
Equity funds	7,560,996	-	-	7,560,996
Fixed income funds	1,567,539	-	-	1,567,539
International funds	1,886,104	-	-	1,886,104
Specialty fund	85,434	-	-	85,434
Collective investment fund	-	6,884,805	-	6,884,805
Total investments at fair value	$ 15,669,521	$ 6,884,805	$ -	$ 22,554,326

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

NOTE E - PLAN TERMINATION

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

NOTE F - TAX STATUS

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

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE G - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by JP Morgan and by Prudential, the trustees in 2011 and 2010. Therefore, transactions with the trustees and recordkeeper qualify as party-in-interest transactions.

NOTE H - RISKS AND UNCERTAINTIES

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

NOTE I - PLAN OBLIGATIONS

In accordance with GAAP, benefits due to terminated participants are included in net assets available for benefits. There were no benefits due to terminated participants as of December 31, 2011 and 2010.

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2011 and 2010 per the financial statements to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 23,187,617	$ 21,578,902
Contributions receivable at end of year	(80,287)	(69,351)
Adjustment from contract value to fair value for fully benefit-responsive investment contract	17,073	(61,316)
Net assets available for benefits per Form 5500	$ 23,124,403	$ 21,448,235

The following is a reconciliation of investment income for the years ended December 31, 2011 and 2010 per the financial statements to Form 5500:

	2011	2010
Investment (loss) income per financial statements	$ (414,542)	$ 2,121,234
Adjustment from contract value to fair value for fully benefit-responsive investment contract		
End of year	17,073	(61,316)
Beginning of year	61,316	-
Investment (loss) income per Form 5500	$ (336,153)	$ 2,059,918

The following is a reconciliation of contributions for the years ended December 31, 2011 and 2010 per the financial statements to Form 5500:

	2011	2010
Contributions per the financial statements	$ 3,099,416	$ 2,747,035
Less: Contributions receivable at end of year	(80,287)	(69,351)
Add: Contributions receivable at beginning of year	69,351	68,717
Contributions per Form 5500	$ 3,088,480	$ 2,746,401

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

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN

EIN 94-3389365 PLAN NO. 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

DECEMBER 31, 2011

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	American Funds EuroPacific Growth Fund	Mutual fund	$ 1,118,414
	Neuberger Socially Responsive Investor Fund	Mutual fund	483,965
	Oppenheimer Developing Markets Fund	Mutual fund	262,525
	Templeton Global Bond Fund	Mutual fund	505,165
	Invesco Real Estate Fund	Mutual fund	85,434
	Columbia Small Cap Value Fund	Mutual fund	1,214,345
*	JPMorgan SmartRetirement 2010 Fund	Mutual fund	601,621
*	JPMorgan SmartRetirement 2015 Fund	Mutual fund	107,705
*	JPMorgan SmartRetirement 2020 Fund	Mutual fund	1,017,201
*	JPMorgan SmartRetirement 2040 Fund	Mutual fund	617,301
*	JPMorgan SmartRetirement 2030 Fund	Mutual fund	1,231,393
*	JPMorgan Equity Index Fund	Mutual fund	1,621,550
	MFS Value Fund	Mutual fund	952,958
	Alger Capital Appreciation Institutional Fund	Mutual fund	1,147,761
*	JPMorgan Core Bond Fund	Mutual fund	1,327,477
*	JPMorgan SmartRetirement 2025 Fund	Mutual fund	67,024
*	JPMorgan SmartRetirement 2035 Fund	Mutual fund	341,478
*	JPMorgan SmartRetirement 2045 Fund	Mutual fund	91,514
*	JPMorgan SmartRetirement Income Fund	Mutual fund	264,162
*	JPMorgan SmartRetirement 2050 Fund	Mutual fund	230,049
	Janus Adviser Perkins Mid Cap Value Fund	Mutual fund	461,699
	Eaton Vance Income Fund of Boston	Mutual fund	132,194
	Franklin Strategic Income Fund	Mutual fund	107,868
	Van Kampen Mid Cap Growth Fund	Mutual fund	1,110,047
	Royce Value Plus Investment Fund	Mutual fund	568,671
*	JPMCB Stable Asset Income Fund	Collective investment fund	6,884,805
	Total investments per financial statements		22,554,326
*	Notes receivable from participants	4.25% - 9.25%	570,077
	Total investments per Form 5500		$ 23,124,403

* Represents parties-in-interest as defined by ERISA.

Column (d) cost was omitted as all investments are participant-directed.

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

SHAKLEE 401(K) RETIREMENT SVGS PLAN (819544)
EIN #: 94-3389365

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2011 - 12/31/2011 and indirect compensation is presented on a calendar year basis ending 12/31/2011.

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

Total Direct Compensation Paid **$3,050.00**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

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

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

Direct Compensation **$3,050.00**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2011 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to J.P. Morgan are the net result of aggregating direct compensation after the effects of adjustments processed in 2011, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

Investment Option Name	*EIN*	*Fees Received from Funds on your Plan's Menu (rates as of 12/31/2011)*	*Fund's Total Annual Expenses (as of 12/31/2011)*
ALGER CAPITAL APPRECIATION-I	13-2665689	0.55% x assets	1.17%
AMERICAN FUNDS EUROPACIFIC-R3	95-1411037	0.65% x assets	1.13%

Investment Option Name	*EIN*	*Fees Received from Funds on your Plan's Menu (rates as of 12/31/2011)*	*Fund's Total Annual Expenses (as of 12/31/2011)*
COLUMBIA SMALL CAP VALUE I-Z	36-3376651	0.25% x assets	1.00%
EATON VANCE IC FD OF BOSTON-I	13-2706484	0.20% x assets	0.77%
FRANKLIN STRATEGIC INC ADV	13-3151768	0.10% x assets plus $16/participant	0.63%
INVESCO REAL ESTATE FUND-A	76-0343427	0.60% x assets	1.30%
INVESCO VAN KAMPEN MID CAP GR-Y	84-0933032	0.25% x assets	1.03%
JPMCB STABLE ASSET INC F-15	13-4161079		0.00%
JPMORGAN CORE BOND SELECT	26-3613641	0.25% x assets	0.72%
JPMORGAN EQUITY INDEX SELECT	26-3613641	0.05% x assets	0.69%
JPMORGAN SMARTRETMENT 2010-SEL	33-1043149	0.25% x assets	0.33%
JPMORGAN SMARTRETMENT 2015 SEL	33-1043149	0.25% x assets	0.33%
JPMORGAN SMARTRETMENT 2020-SEL	33-1043149	0.25% x assets	0.33%
JPMORGAN SMARTRETMENT 2025-SEL	33-1043149	0.25% x assets	0.34%
JPMORGAN SMARTRETMENT 2030-SEL	33-1043149	0.25% x assets	0.35%
JPMORGAN SMARTRETMENT 2035-SEL	33-1043149	0.25% x assets	0.37%
JPMORGAN SMARTRETMENT 2040-SEL	33-1043149	0.25% x assets	0.37%
JPMORGAN SMARTRETMENT 2045 SEL	33-1043149	0.25% x assets	0.43%
JPMORGAN SMARTRETMENT 2050 SEL	33-1043149	0.25% x assets	0.42%
JPMORGAN SMARTRETMENT INCOME-SEL	33-1043149	0.25% x assets	0.31%
MFS VALUE FUND-R3	04-3158862	0.63% x assets	0.95%
NEUBERGER BERMAN SOC RESP TR	13-6068441	0.35% x assets	1.08%
OPPENHEIMER DEVELOPING MKTS-A	93-6305075	0.55% x assets	1.30%
PERKINS MID CAP VALUE S	84-0592523	0.50% x assets	1.24%
ROYCE VALUE PLUS INV	13-3139046	0.10% x assets	1.08%
TEMPLETON GLOBAL BOND FUND-A	59-6865210	0.35% x assets plus $16/participant	0.88%

The list includes any investment option held by the plan on at least one month end during the 2011 calendar year. To arrive at an estimate of the dollar amount that JP Morgan received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

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

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

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

Direct Compensation **$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

Base Fees	Payor: J.P. Morgan	EIN: 71-0930784	**$28,574.42**
Ancillary Fees	Payor: J.P. Morgan	EIN: 71-0930784	**$4,543.75**

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

Service Codes: 15, 64, 65

Indirect Compensation

Transaction Processing Services Payor: Hartford Retirement Services, LLC EIN: 26-1589907 **$2,964.58**

GPC Securities, Inc. performed recordkeeping and trading functions through August 22, 2011. These activities were transferred to Hartford Securities Distribution Company, Inc. ("HSD") on August 23, 2011. HSD is a broker-dealer registered with the Securities and Exchange Commission which executes, clears and settles the Plan's purchase, exchange and redemption of shares or units in the funds on an agency basis. It is a wholly-owned affiliate of Hartford Retirement Services, LLC. More information is available in the Fund Fee Disclosure Notice for Retirement Plan Fiduciaries which accompanies the HSD Securities Account Agreement.

This is an estimate based on multiplying actual 2011 month end assets by 0.020%/12 for months January through August and then summing the results.

Recipient: Morningstar Associates, LLC EIN: 36-4317381

Service Code: 49

Indirect Compensation

"Managed by You" services fee Payor: Hartford Life Insurance Company EIN: 06-0974148 **$43.60**

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

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **$1,108.12**
Service Codes: 19, 25, 99

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

This is an estimate based on multiplying actual 2011 month end assets by 0.005%/12 and then summing the results.

Direct Revenue Detail

Recipient: ***J.P. Morgan***

Fee Description	**Dollar Amount**
Loan Set-up Fee	$2,600.00
One-Time Distribution Fee	$450.00
Total Direct Revenue:	**$3,050.00**
Grand Total Direct Fees:	**$3,050.00**

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

AND SUPPLEMENTAL SCHEDULE

TOGETHER WITH

INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2011 AND 2010

MORRIS, DAVIS & CHAN LLP
Certified Public Accountants

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MORRIS, DAVIS & CHAN LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Shaklee 401(k) Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of the **Shaklee 401(k) Retirement Savings Plan** (the Plan) as of December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note D, which was certified by JPMorgan Chase Bank, N.A. and Prudential Bank & Trust, F.S.B., the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that JPMorgan Chase Bank, N.A. held the Plan's investment assets and executed investment transactions from January 16, 2010 through December 31, 2011, and Prudential Bank & Trust F.S.B. held the Plan's investment assets and executed investment transactions for the period from January 1, 2010 through January 15, 2010. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the trustees is complete and accurate.

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

Morris, Davis & Chan LLP

Oakland, California
September 14, 2012

1111 Broadway, Suite 1505 • Oakland, California 94607 • (510) 250-1000 • Fax (510) 250-1032

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
Assets		
Investments, at fair value:		
Mutual funds	$ 15,669,521	$ 14,914,125
Collective investment fund	6,884,805	5,888,522
	22,554,326	20,802,647
Notes receivable from participants	570,077	645,588
Employer contributions receivable	80,287	69,351
Total assets	23,204,690	21,517,586
Liabilities	-	-
Net assets available for benefits reflecting investments at fair value	23,204,690	21,517,586
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(17,073)	61,316
Net assets available for benefits	$ 23,187,617	$ 21,578,902

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

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Additions to net assets available for benefits attributed to:		
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	$ (938,458)	$ 1,883,347
Interest and dividends on investments	523,916	237,887
	(414,542)	2,121,234
Contributions:		
Employer	896,299	808,381
Participants	1,987,912	1,712,944
Rollovers	215,205	225,710
	3,099,416	2,747,035
Interest on notes receivable from participants	29,179	29,219
Total additions	2,714,053	4,897,488
Deductions from net assets available for benefits attributed to:		
Benefits paid to participants	1,102,288	1,247,556
Administrative expenses	3,050	4,157
Total deductions	1,105,338	1,251,713
Net increase	1,608,715	3,645,775
Net assets available for benefits		
Beginning of year	21,578,902	17,933,127
End of year	$ 23,187,617	$ 21,578,902

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

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE A - DESCRIPTION OF THE PLAN

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

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

Changes in Service Providers

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

Participant's Accounts

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

Contributions

A participant may elect to defer up to 50% of his or her pre-tax compensation each payroll period subject to the limitations set by the Internal Revenue Code (Code). The deferral limits are $16,500 in 2011 and 2010 for participants under age 50. The catch-up contributions for participants over age 50 are $5,500 for 2011 and 2010. The Company makes matching contributions to the account of each eligible participant equal to the sum of 100% of the amount of participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of participant's elective deferrals that exceed 3% of participant's compensation but do not exceed 5% of participant's compensation.

Vesting

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

NOTE A - DESCRIPTION OF THE PLAN (Continued)

Notes Receivable from Participants

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

Benefits Payments

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

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

Recent Accounting Pronouncement Issued and Adopted

In January 2010, Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*, expanded the required disclosures about fair value measurements. ASU 2010-06 requires separate disclosure of significant transfers into and out of Level 1 and Level 2, along with reasons for such transfers; and presentation of fair value disclosures by "nature and risk" class for all fair value assets and liabilities effective for 2010 reporting; and separate presentation of gross purchases, sales, issuances, and settlements in the Level 3 reconciliation effective beginning with 2011 reporting. The Plan's financial statements are presented to conform to the applicable requirements of ASU 2010-06. See Note D - Fair Value Measurements.

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

Net appreciation (depreciation) in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

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

Benefit Payments
Benefits to participants are recorded when paid.

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

Subsequent Events
The Plan's financial statements have been evaluated for subsequent events or transactions for potential recognition through September 14, 2012, the date the financial statements were available to be issued. Plan management determined that there are no subsequent events or transactions that require disclosure to or adjustment in the financial statements other than those noted below:

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

As of December 31, 2011 and 2010 and for the years then ended, the Plan Administrator elected the alternative method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by JPMorgan (trustee from January 16, 2010 through December 31, 2011) and by Prudential (trustee from January 1, 2010 through January 15, 2010), as complete and accurate except for comparing such information certified by the trustees to the information included in the Plan's financial statements and supplemental schedule.

The following table summarizes the investments held and certified by JP Morgan as of December 31, 2011 and 2010. Investments representing more than 5% of the Plan's net assets are listed separately.

	2011	2010
Mutual funds:		
American Funds EuroPacific Growth Fund	*	$ 1,285,110
Columbia Small Cap Value Fund	$ 1,214,345	1,190,305
JPMorgan SmartRetirement 2030 Fund	1,231,393	1,106,224
JPMorgan Equity Index Fund	1,621,550	1,461,928
Alger Capital Appreciation Institutional Fund	*	1,133,098
JPMorgan Core Bond Fund	1,327,477	1,601,106
Van Kampen Mid Cap Growth Fund	*	1,218,939
Other mutual funds	10,274,756	5,917,415
Total mutual funds	15,669,521	14,914,125
Collective investment fund:		
JPMCB Stable Asset Income Fund, at fair value	6,884,805	5,888,522
Total investments	$ 22,554,326	$ 20,802,647

* Fund was below 5% of Plan's net assets at year-end.

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

Investment (loss) income certified by JPMorgan for the period from January 16, 2010 through December 31, 2011 and by Prudential for the period from January 1, 2010 through January 15, 2010 are as follows:

	2011	2010
JPMorgan:		
Net (depreciation) appreciation in fair value of investments:		
Mutual funds	$ (1,056,150)	$ 1,454,129
Collective investment fund	117,692	108,357
	(938,458)	1,562,486
Interest and dividends	523,916	231,565
	(414,542)	1,794,051
Prudential:		
Net appreciation in fair value of investments:		
Mutual funds	-	8,360
Pooled separate accounts	-	312,501
		320,861
Interest and dividends	-	6,322
	-	327,183
Total investment (loss) income	$ (414,542)	$ 2,121,234

NOTE D - FAIR VALUE MEASUREMENTS

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

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

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

Level 2: Inputs to the valuation methodology include:

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

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

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

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used as of December 31, 2011 and 2010.

- Mutual funds are valued at the net asset value of shares held by the Plan at year-end.
- Collective investment fund is valued based on units of participation held by the Plan at year-end as reported on the audited financial statements of the JPMCB Stable Asset Income Fund.

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

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010.

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	$ 4,569,448	$ -	$ -	$ 4,569,448
Equity funds	7,560,996	-	-	7,560,996
Fixed income funds	1,567,539	-	-	1,567,539
International funds	1,886,104	-	-	1,886,104
Specialty fund	85,434	-	-	85,434
Collective investment fund	-	6,884,805	-	6,884,805
Total investments at fair value	$ 15,669,521	$ 6,884,805	$ -	$ 22,554,326

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

NOTE E - PLAN TERMINATION

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

NOTE F - TAX STATUS

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

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE G - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by JP Morgan and by Prudential, the trustees in 2011 and 2010. Therefore, transactions with the trustees and recordkeeper qualify as party-in-interest transactions.

NOTE H - RISKS AND UNCERTAINTIES

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

NOTE I - PLAN OBLIGATIONS

In accordance with GAAP, benefits due to terminated participants are included in net assets available for benefits. There were no benefits due to terminated participants as of December 31, 2011 and 2010.

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2011 and 2010 per the financial statements to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 23,187,617	$ 21,578,902
Contributions receivable at end of year	(80,287)	(69,351)
Adjustment from contract value to fair value for fully benefit-responsive investment contract	17,073	(61,316)
Net assets available for benefits per Form 5500	$ 23,124,403	$ 21,448,235

The following is a reconciliation of investment income for the years ended December 31, 2011 and 2010 per the financial statements to Form 5500:

	2011	2010
Investment (loss) income per financial statements	$ (414,542)	$ 2,121,234
Adjustment from contract value to fair value for fully benefit-responsive investment contract		
End of year	17,073	(61,316)
Beginning of year	61,316	-
Investment (loss) income per Form 5500	$ (336,153)	$ 2,059,918

The following is a reconciliation of contributions for the years ended December 31, 2011 and 2010 per the financial statements to Form 5500:

	2011	2010
Contributions per the financial statements	$ 3,099,416	$ 2,747,035
Less: Contributions receivable at end of year	(80,287)	(69,351)
Add: Contributions receivable at beginning of year	69,351	68,717
Contributions per Form 5500	$ 3,088,480	$ 2,746,401

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

SHAKLEE 401(k) RETIREMENT SAVINGS PLAN

EIN 94-3389365 PLAN NO. 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

DECEMBER 31, 2011

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	American Funds EuroPacific Growth Fund	Mutual fund	$ 1,118,414
	Neuberger Socially Responsive Investor Fund	Mutual fund	483,965
	Oppenheimer Developing Markets Fund	Mutual fund	262,525
	Templeton Global Bond Fund	Mutual fund	505,165
	Invesco Real Estate Fund	Mutual fund	85,434
	Columbia Small Cap Value Fund	Mutual fund	1,214,345
*	JPMorgan SmartRetirement 2010 Fund	Mutual fund	601,621
*	JPMorgan SmartRetirement 2015 Fund	Mutual fund	107,705
*	JPMorgan SmartRetirement 2020 Fund	Mutual fund	1,017,201
*	JPMorgan SmartRetirement 2040 Fund	Mutual fund	617,301
*	JPMorgan SmartRetirement 2030 Fund	Mutual fund	1,231,393
*	JPMorgan Equity Index Fund	Mutual fund	1,621,550
	MFS Value Fund	Mutual fund	952,958
	Alger Capital Appreciation Institutional Fund	Mutual fund	1,147,761
*	JPMorgan Core Bond Fund	Mutual fund	1,327,477
*	JPMorgan SmartRetirement 2025 Fund	Mutual fund	67,024
*	JPMorgan SmartRetirement 2035 Fund	Mutual fund	341,478
*	JPMorgan SmartRetirement 2045 Fund	Mutual fund	91,514
*	JPMorgan SmartRetirement Income Fund	Mutual fund	264,162
*	JPMorgan SmartRetirement 2050 Fund	Mutual fund	230,049
	Janus Adviser Perkins Mid Cap Value Fund	Mutual fund	461,699
	Eaton Vance Income Fund of Boston	Mutual fund	132,194
	Franklin Strategic Income Fund	Mutual fund	107,868
	Van Kampen Mid Cap Growth Fund	Mutual fund	1,110,047
	Royce Value Plus Investment Fund	Mutual fund	568,671
*	JPMCB Stable Asset Income Fund	Collective investment fund	6,884,805
	Total investments per financial statements		22,554,326
*	Notes receivable from participants	4.25% - 9.25%	570,077
	Total investments per Form 5500		$ 23,124,403

* Represents parties-in-interest as defined by ERISA.

Column (d) cost was omitted as all investments are participant-directed.