

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN	1b Three-digit plan number (PN) ▶ 002
	1c Effective date of plan 01/01/1958
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) VERTELLUS SPECIALTIES, INC. 300 NORTH MERIDIAN ST., SUITE 1500 INDIANAPOLIS, IN 46204	2b Employer Identification Number (EIN) 35-0607240 2c Sponsor's telephone number 317-248-6436 2d Business code (see instructions) 325900

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.	10/01/2010	SCOTT SMITH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/01/2010	SCOTT SMITH
	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") VERTELLUS SPECIALTIES, INC. 300 NORTH MERIDIAN ST., SUITE 1500 INDIANAPOLIS, IN 46204	3b Administrator's EIN 35-0607240 3c Administrator's telephone number 317-248-6436
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	503
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1B 1G

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan <u>REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>VERTELLUS SPECIALTIES, INC.</u>	D Employer Identification Number (EIN) <u>35-0607240</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>8946342</u>
b Actuarial value	2b <u>9840976</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>178</u> <u>4685591</u>
b For terminated vested participants	3b <u>116</u> <u>1853522</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>31590</u>
(2) Vested benefits	3c(2) <u>3788598</u>
(3) Total active	3c(3) <u>209</u> <u>3820188</u>
d Total	3d <u>503</u> <u>10359301</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>8.12</u> %
6 Target normal cost	6 <u>370976</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/13/2010</u>
Signature of actuary	Date
<u>RICHARD E. LENAR</u>	<u>08-04477</u>
Type or print name of actuary	Most recent enrollment number
<u>MCCREADY AND KEENE, INC.</u>	<u>317-849-4333</u>
Firm name	Telephone number (including area code)
<u>7941 CASTLEWAY DRIVE P.O. BOX 50460</u> <u>INDIANAPOLIS, IN 46250-0460</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	84501	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	84501	0
10	Interest on item 9 using prior year's actual return of <u>24.40</u> %	-20618	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		29642
b	Interest on (a) using prior year's effective rate of <u>6.14</u> %		1820
c	Total available at beginning of current plan year to add to prefunding balance		31462
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	63883	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	94.38 %
15	Adjusted funding target attainment percentage.....	15	95.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	93.75 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/17/2009	140525				
07/15/2009	140525				
10/15/2009	110310				
01/15/2010	110310				
09/13/2010	58545				
			Totals ►	18(b)	560215
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 528861
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	370976
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	582208	119290
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	490266
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	490266
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	528861
38 Interest-adjusted excess contributions for current year (see instructions).....	38	38595
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 VERTELLUS SPECIALTIES, INC.	D Employer Identification Number (EIN) 35-0607240	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
JPMORGAN CHASE BANK NA	340 SOUTH CLEVELAND AVENUE BLDG 350 WESTERVILLE, OH 43081
13-4994650	

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

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

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

JPMORGAN CHASE BANK NA

340 SOUTH CLEVELAND AVENUE
BLDG 350
WESTERVILLE, OH 43081

31-6243920

(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?
25	NONE	21763	Yes ☒ No ☐	Yes ☐ No ☒	205	Yes ☐ No ☒

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

OXFORD FINANCIAL ADVISORS

35-1588335

(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?
28	NONE	9245	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 VERTELLUS SPECIALTIES, INC.	D Employer Identification Number (EIN) 35-0607240	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	243016	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	8320	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	35806	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)	8664154	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8951296	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8951296	0
---	-----------	---------	---

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	391360	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		391360

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	213488	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		213488

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	74082	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		74082

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	8648035	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	8344570	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		303465

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1523963
c Other income.....	2c		167
d Total income. Add all income amounts in column (b) and enter total.....	2d		2506525

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	640493	
(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)		640493
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)	0	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	31008	
(4) Other	2i(4)	17630	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		48638
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		689131

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1817394
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		10768690

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: DUNBAR COOK & SHEPERD P.C.

(2) EIN: 35-1518874

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
4a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
4b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
4c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4e Was this plan covered by a fidelity bond?.....	X		2000000
4f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
4j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
4k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
4l Has the plan failed to provide any benefit when due under the plan?		X	
4m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
4n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

- 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)
REILLY INDUSTRIES INC, RETIREMENT PLAN	35-0607240	001

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
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VERTELLUS SPECIALTIES, INC.</u>	D Employer Identification Number (EIN) <u>35-0607240</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<u>1</u>	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<u>3</u>	<u>7</u>

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

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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): _____



**REILLY INDUSTRIES, INC.
EMPLOYEES' PENSION PLAN**

**AUDITED FINANCIAL STATEMENTS
AND SCHEDULE**

December 31, 2009 and 2008

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INDEPENDENT AUDITORS' REPORT

Vertellus Specialties Inc.
Reilly Industries, Inc. Employees' Pension Plan
Indianapolis, Indiana

We were engaged to audit the financial statements and schedule of the **Reilly Industries, Inc. Employees' Pension Plan** as of December 31, 2009 and 2008 and for the years then ended as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by JPMorgan Chase Bank, N.A., the trustee of the Plan, except for comparing such information to the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

September 20, 2010

Dunbar, Cook & Shepard, P.C.

VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<u>ASSETS</u>		
INVESTMENTS		
Bond funds		
(cost 2009, \$-0-; cost 2008, \$4,376,960)	\$ -	\$ 4,205,155
Equity stock funds		
(cost 2009, \$-0-; cost 2008, \$6,170,279)	-	4,458,999
Money market funds (cost equals market)	<u>-</u>	<u>35,806</u>
 TOTAL INVESTMENTS	 -	 8,699,960
RECEIVABLES		
Interest and dividends receivable	-	8,320
Accrued employer contribution receivable	<u>-</u>	<u>243,016</u>
 TOTAL RECEIVABLES	 <u>-</u>	 <u>251,336</u>
 NET ASSETS AVAILABLE FOR PLAN BENEFITS	 <u>\$ -</u>	 <u>\$ 8,951,296</u>

VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Years Ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
ADDITIONS:		
Additions to net assets attributed to:		
Investment income:		
Net realized gain and unrealized appreciation (depreciation)		
in fair value of investments	\$ 1,827,428	\$ (3,108,651)
Interest income	213,488	207,028
Dividend income	74,082	77,329
Other income	167	2,276
Contribution:		
Employer	<u>391,360</u>	<u>671,295</u>
TOTAL ADDITIONS	2,506,525	(2,150,723)
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants	(640,493)	(560,767)
Trustee and investment fees	(31,008)	(33,958)
Accounting and actuarial fees	-	(17,414)
Insurance premium	<u>(17,630)</u>	<u>(16,566)</u>
TOTAL DEDUCTIONS	<u>(689,131)</u>	<u>(628,705)</u>
NET INCREASE (DECREASE)	1,817,394	(2,779,428)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	8,951,296	11,730,724
Plan merger - transfer of assets out of the Plan	<u>(10,768,690)</u>	<u>-</u>
End of year	<u>\$ -</u>	<u>\$ 8,951,296</u>

**VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008**

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING - The financial statements of the Plan are prepared under the accrual method of accounting.

INVESTMENTS - Investments are stated at aggregate current value. Investments which are traded on a national securities exchange are valued at the last reported sales price on the last business day of the year; investments traded on the over-the-counter market and listed securities for which no sale was reported on that date are valued at the last reported bid price. The realized gain or loss from sales of investments is the difference between the proceeds received and the specific cost of investments sold.

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS - Accumulated Plan benefits (see Note C) are those estimated future periodic payments, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on the number of years of the employees' credited service multiplied by a dollar factor. The accumulated Plan benefits for active employees are based upon the number of years of credited service through the valuation date. Benefits payable under all circumstances - retirement, death, disability and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

CONTRIBUTIONS - Contributions are recorded as additions to assets available for Plan benefits when the Plan sponsor accrues such contributions as current liabilities.

FEDERAL INCOME TAXES - The Plan qualifies under Section 401 of the Internal Revenue Code and is, therefore, not subject to tax under present income tax laws.

USE OF ESTIMATES - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

SUBSEQUENT EVENTS - Management has evaluated subsequent events through September 20, 2010, which is the date the financial statements were available to be issued.

UNCERTAIN TAX POSITIONS - The Plan adopted the provisions of Accounting for Uncertainty in Income Taxes on January 1, 2009. The standard clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a threshold of more-likely-than-not for recognition of tax benefits of uncertain tax positions taken or expected to be taken in a tax return. The standard also provides related guidance on measurement, derecognition, classification, interest and penalties, and disclosure. The adoption of this standard did not have an impact on the plan financial statements.

**VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS CONTINUED
December 31, 2009 and 2008**

NOTE B - DESCRIPTION OF THE PLAN

The Plan is a non-contributory defined benefit plan which covers substantially all hourly employees and provides for retirement, disability, death and survivor benefits. Contributions of the Company are actuarially determined to include normal cost and amortization of past service cost plus interest thereon over a ten-year period (see Note C). The Plan has met the ERISA minimum funding requirements.

The Company may terminate the Plan at any time by action of its Board of Directors although it has no current intention to do so. In the event the Plan is terminated, that portion of the assets which is attributable to the participants shall be divided in the following order of priority: first, to participants in pay status or who would have been in pay status had the participant been retired as of three years prior to termination; second, all other benefits of participants under the Plan insured under Title IV of the Employee Retirement Income Security Act of 1974 (ERISA); third, all other vested termination benefits and; fourth, all other accrued retirement benefits.

In funding the Plan, the Company will contribute an amount as determined by the actuary. This amount will at least meet the minimum funding requirements of ERISA.

Information about the Plan agreement, the vesting and benefit provisions, and the PBGC's benefit guarantee is contained in the pamphlet, "Summary Plan Description for Reilly Industries, Inc. Employees' Pension Plan." Copies of this pamphlet are available from the Plan administrator.

NOTE C - ACTUARIAL ASSUMPTIONS AND LIABILITIES

The Plan employs an actuarial firm to perform all actuarial calculations relating to the current and past service costs of the Plan. The actuarial calculations are based on the unit credit cost actuarial funding method. The more significant assumptions underlying the actuarial calculations to determine funding requirements are as follows:

Assumed rate of return on investments	lesser of 7.00 percent or the segment rate specified in Notice 2009-22
Mortality basis	2009 applicable table
Employee turnover	Sarason table T-5
Value of assets	Market value
Benefit commencement date	Benefits are assumed to commence at later of age 65 or age on valuation date
Benefits separately valued	Normal retirement benefit, termination benefit

**VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS CONTINUED
December 31, 2009 and 2008**

NOTE C - CONTINUED

Actuarially determined amounts at the respective valuation dates are as follows:

	<u>JANUARY 1,</u>	
	<u>2009</u>	<u>2008</u>
Actuarially present value of accumulated		
Plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 4,685,591	\$ 5,134,157
Other participants	<u>5,642,120</u>	<u>7,387,140</u>
	10,327,711	12,521,297
Non-vested benefits	<u>31,590</u>	<u>43,840</u>
	<u>\$10,359,301</u>	<u>\$12,565,137</u>

The actuarial present value of accumulated Plan benefits was \$9,497,905 at January 1, 2007.

NOTE D - INVESTMENTS

The Plan's investments are all held in trust at JPMorgan Chase Bank, N.A. Investments held during the years ended December 31, 2009 and 2008 appreciated in fair value, as follows:

	<u>NET CHANGE IN APPRECIATION (DEPRECIATION) IN FAIR VALUE DURING YEAR</u>	<u>FAIR VALUE AT END OF YEAR</u>
<u>Year Ended December 31, 2009</u>		
Fair market value as determined by quoted market price:		
Mutual funds - bond	\$ 171,805	\$ -
Mutual funds - equity	1,711,279	-
Fair market value as determined by Trustee Bank:		
Short-term investments	<u>-</u>	<u>-</u>
	<u>\$ 1,883,084</u>	<u>\$ -</u>

**VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS CONTINUED
December 31, 2009 and 2008**

NOTE D - CONTINUED

	NET CHANGE IN APPRECIATION (DEPRECIATION) IN FAIR VALUE DURING YEAR	FAIR VALUE AT END OF YEAR
<u>Year Ended December 31, 2008</u>		
Fair market value as determined by quoted market price:		
Mutual funds - bond	\$ (171,640)	\$ 4,205,155
Mutual funds - equity	(3,121,880)	4,458,999
Fair market value as determined by Trustee Bank:		
Short-term investments	_____ -	_____ 35,806
	<u><u>\$(3,293,520)</u></u>	<u><u>\$ 8,699,960</u></u>

The following presents investments that represent 5 percent or more of the Plan's net assets for December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
JPMorgan Core Bond Fund	\$ -	\$ 1,878,742
Pimco Funds Pac Invt Mgmt Ser	-	492,509
Pimco Funds Total Return Instl CI	-	1,833,904
Dodge & Cox Stock Fund	-	653,991
Growth Fund America, Inc.	-	1,479,858
Vanguard 500 Index Fund	-	594,240
Veracity Small Cap Value	-	635,437

VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS CONTINUED
December 31, 2009 and 2008

NOTE E - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of realized gain or loss on asset dispositions, and unrealized appreciation or depreciation of assets per the financial statements to Form 5500:

For the year ended December 31, 2009:

	<u>Financial Statements</u>	<u>Form 5500</u>
Net gain on sale of assets:		
Aggregate proceeds	\$ 8,648,035	\$ 8,648,035
Aggregate carrying amount	<u>8,703,691</u>	<u>8,344,570</u>
	(55,656)	303,465
Unrealized appreciation of assets	<u>1,883,084</u>	<u>1,523,963</u>
	<u>\$ 1,827,428</u>	<u>\$ 1,827,428</u>

NOTE F - TRANSACTIONS WITH PARTIES-IN-INTEREST

There were no transactions with parties-in-interest other than the payment of customary and reasonable fees for services rendered through the trustee bank. Actuary and accounting fees were paid by the Plan in 2009 and 2008.

NOTE G - NAME CHANGE

Reilly Industries, Inc. changed its name to Vertellus Specialties Inc. effective July 2006.

NOTE H - FAIR VALUE MEASUREMENT

FASB Statement No. 157, *Fair Value Measurements*, 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 under FASB Statement No. 157 are described as follows:

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.

Level 2 - Inputs to valuation methodologies 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;

VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS CONTINUED
December 31, 2009 and 2008

NOTE H - CONTINUED

- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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 assets at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds - Valued at the Net Asset Value (NAV) of shares held by the Plan at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008.

	<i>Assets at Fair Value as of December 31, 2009</i>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual fund-bonds	\$ -	\$ -	\$ -	\$ -
Mutual fund-stocks	-	-	-	-
Mutual fund-money market	-	-	-	-
Total assets, at fair value	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**VERTELLUS SPECIALTIES INC.
REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS CONTINUED
December 31, 2009 and 2008**

NOTE H - CONTINUED

	<i>Assets at Fair Value as of December 31, 2008</i>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual fund-bonds	\$ 4,205,155	\$ -	\$ -	\$ 4,205,155
Mutual fund-stocks	4,458,999	-	-	4,458,999
Mutual fund-money market	<u>35,806</u>	<u>-</u>	<u>-</u>	<u>35,806</u>
Total assets, at fair value	<u>\$ 8,699,960</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,699,960</u>

NOTE I - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, credit and market 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE J - PLAN MERGER

Effective December 31, 2009, Vertellus Specialties Inc. merged the assets of the Plan and the plans known as Retirement Plan for Collectively Bargained Employees of the Cachem Facility of Rutherford Chemicals, LLC, and Retirement Plan for Collectively Bargained Employees of the Nepera Facility of Rutherford Chemicals, LLC, into the Reilly Industries, Inc. Employees' Retirement Plan (hereafter, the "Surviving Plan"). Sponsors of the plans that are merged into the Surviving Plan are considered adopting employers under the Surviving Plan as of the Merge Date; moreover, the merging into the Surviving Plan by the various plans noted, and assets thereof, shall be considered to constitute a single plan with a single pool of assets that are available to pay any and all benefits accrued under the Surviving Plan. With respect to the calculation of all accrued benefits earned as of the Merge Date, the merger shall result only in Participants' entitlement to benefits calculated in accordance with the provisions of the respective plans under which they participated immediately prior to the Merge Date. Effective January 1, 2010, a single restated plan shall result from the merger of the aforementioned plans and the succeeding plan will be known as the Vertellus Specialties Inc. Defined Benefit Retirement Plan. The successor Plan will contain four separate benefit structures to maintain the benefit structures in place in the prior four respective Plans.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

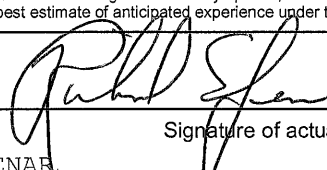
A Name of plan REILLY INDUSTRIES, INC. EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF VERTELLUS SPECIALTIES, INC.	D Employer Identification Number (EIN) 35-0607240
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>		
2 Assets:		
a Market value.....	2a	8,946,342
b Actuarial value.....	2b	9,840,976
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 178	4,685,591
b For terminated vested participants.....	3b 116	1,853,522
c For active participants:		
(1) Non-vested benefits.....	3c(1)	31,590
(2) Vested benefits.....	3c(2)	3,788,598
(3) Total active.....	3c(3) 209	3,820,188
d Total.....	3d 503	10,359,301
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	8.12 %
6 Target normal cost.....	6	370,976

Statement by Enrolled Actuary

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

SIGN HERE		<u>9/13/2010</u> Date
RICHARD E. LENAR Type or print name of actuary		08-04477 Most recent enrollment number
MCCREADY AND KEENE, INC. Firm name		(317) 849-4333 Telephone number (including area code)
7941 CASTLEWAY DRIVE P.O. BOX 50460 Address of the firm		
INDIANAPOLIS IN 46250-0460		

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	84,501	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	84,501	0
10 Interest on item 9 using prior year's actual return of <u>24.40</u> %	(20,618)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		29,642
b Interest on (a) using prior year's effective rate of <u>6.14</u> %		1,820
c Total available at beginning of current plan year to add to prefunding balance		31,462
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	63,883	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	94.38 %
15 Adjusted funding target attainment percentage.....	15	95.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	93.75 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/17/2009	140,525				
07/15/2009	140,525				
10/15/2009	110,310				
01/15/2010	110,310				
09/13/2010	58,545				
Totals ►			18(b)	560,215	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	528,861

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	370,976
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	582,208	119,290
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	490,266
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	490,266
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	528,861
38 Interest-adjusted excess contributions for current year (see instructions)	38	38,595
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, line 19 - Discounted Employer Contributions

Reilly Industries, Inc, Employees' Pension Plan
 EIN: 35-0607240
 PN: 002
 Plan Year: January 1, 2009 to December 31, 2009

SCHEDULE SB, LINE 19 - DISCOUNTED EMPLOYER CONTRIBUTIONS

Plan Year Beginning	1/1/2009	Current Valuation Date	1/1/2010
Effective Interest Rate	8.12%		
Interest Rate for Late Quarterlies	13.12%		

Contribution Classification	Schedule SB Line	Classified Amount	Date Made	Date Due	Plan Year Beginning	Days Late	Days to Discount	Late Discount	Remaining Discount	Discounted Value
							to 1/1/2009			
1	19c	\$ 140,525	4/17/2009	4/15/2009	1/1/2009	2	106	0.999325	0.978001	\$ 137,341
2	19c	140,525	7/15/2009	7/15/2009	1/1/2009	0	195	1.000000	0.959148	134,784
3	19c	110,310	10/15/2009	10/15/2009	1/1/2009	0	287	1.000000	0.940459	103,742
4	19c	110,310	1/15/2010	1/15/2010	1/1/2009	0	379	1.000000	0.922133	101,720
5	19c	58,545	9/13/2010	9/15/2010	1/1/2009	0	622	1.000000	0.875428	51,252

Total	\$ 560,215	\$ 528,839
-------	------------	------------

Classification	Description	Schedule SB Line
1-4	Number of Quarterly contribution	19c
5	Other contributions for minimum funding	19c
6	Contributions to avoid benefit restrictions (not included in prefunding balance)	19b
7	Contributions to meet funding deficiency (minimum funding requirements from prior years)	19a
8	Contributions necessary to meet liquidity requirements	19c

Schedule SB, line 22 - Description of Weighted Average Retirement Age

Reilly Industries, Inc, Employees' Pension Plan

EIN: 35-0607240

PN: 002

Plan Year: January 1, 2009 to December 31, 2009

(a) Retirement Age	(b) Retirement Rate	(d) Survival Rate	(a) x (b) x (c)
65	1.00	1.0000	65.0000
AVERAGE RETIREMENT AGE			65

Schedule SB line 25 - Change in Method

Reilly Industries, Inc, Employees' Pension Plan

EIN: 35-0607240

PN: 002

The following changes were made to the Actuarial Cost Method for the 2009 plan year:

The basis for selecting the interest rate has been changed from the segment rates for January (with phase-in) to the October 2008 Yield Curve .

The asset valuation method has been changed from the market value method to the 24-month average method determined in accordance with Notice 2009-22.

Because this is the first plan year to which IRC Section 430 applies, IRS approval is not required for these changes. However, the Employer has agreed to this change on Schedule R item 8.

Schedule SB Item 26 - Schedule of Active Participant Data

Plan Name: Reilly Industries, Inc. Employees' Pension Plan
 EIN: 35-0607240 Plan Number: 002

ANALYSIS OF EMPLOYEES BY AGE AND SERVICE AS OF JANUARY 1, 2009

Attained Age	YEARS OF CREDITED SERVICE											
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up		
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0	1	0	0	0	0	0	0	0	0	0	0
25 to 29	0	5	1	0	0	0	0	0	0	0	0	0
30 to 34	0	2	4	0	0	0	0	0	0	0	0	0
35 to 39	0	2	7	8	4	0	0	0	0	0	0	0
40 to 44	0	6	0	6	6	3	1	0	0	0	0	0
45 to 49	0	6	5	2	10	9	3	0	0	0	0	0
50 to 54	0	1	4	3	10	3	3	16	0	0	0	0
55 to 59	0	2	1	0	5	2	3	12	4	0	0	0
60 to 64	0	0	0	0	4	1	1	3	2	0	0	0
65 to 69	0	0	0	0	0	0	0	1	1	0	0	0
70 & up	0	0	0	0	0	0	0	0	0	0	0	0

Average compensation is not shown since benefits are not based on compensation.

Schedule SB Part V - Statement Of Actuarial Assumptions / Methods

Reilly Industries, Inc, Employees' Pension Plan

EIN: 35-0607240

PN: 002

ACTUARIAL METHODS

	Suggested Maximum Contribution		FAS #35
	PPA Funding		
ACTUARIAL COST METHOD	Accrued Benefit (Unit Credit)	Accrued Benefit Unit Credit	Accrued Benefit (Unit Credit)
ASSET VALUATION METHOD	See Below	See Below	Market Value

Accrued Benefit (Unit Credit)

The funding target is equal to the sum of the individual accrued liabilities for all participants. The individual's accrued liability is the present value of the benefit accrued in prior plan years. The target normal cost is the present value of benefits accruing in the plan year. Experience gains and losses are included in the calculation of the funding target and are amortized as part of the shortfall amortization.

Actuarial Value of Assets

For 2008 - Market Value of Assets

For 2009 - The Actuarial Value of Assets is a 24-month average determined in accordance with Notice 2009-22. Actuarial Value of Assets must fall within 90% to 110% of market value.

Assumed rate of return is the lesser of 7.00% or the segment rate specified in Notice 2009-22.

Schedule SB Part V - Statement Of Actuarial Assumptions / Methods

Reilly Industries, Inc, Employees' Pension Plan

EIN: 35-0607240

PN: 002

ACTUARIAL ASSUMPTIONS

PPA Funding
and Maximum

Segmented Interest Rates
Full Yield Curve

See IRS Notice 2008-105

Applicable Month	October
Current Liability Interest Rate (prior law)	6.29%
Effective Interest Rate	8.12%
Future Salary Increases	0.00%
Mortality	2009 Applicable Table (combined)
Disability	None Assumed
Termination	Sarason T-5
Retirement Age	65
Percent Married	80%
Age Difference in Participant & Spouse	Males two years older than females
Administrative Expense	Anticipated Administrative Expenses

Schedule SB Part V - Statement Of Plan Provisions

Reilly Industries, Inc, Employees' Pension Plan

EIN: 35-0607240

PN: 002

SUMMARY OF PLAN PROVISIONS

EFFECTIVE DATE

January 1, 1958.

PARTICIPATION

First day of calendar month coincident with or next following completion of 1 year of eligibility service.

ELIGIBILITY FOR BENEFITS:

Normal Retirement

Last day of month in which participant attains 65th birthday.

Late Retirement

A participant who continues employment after normal retirement will be entitled to begin receiving benefits after termination of employment.

Early Retirement

A participant who attains age 55 and completes 10 years of vesting service.

Disability Retirement

A participant who completes 10 years of vesting service.

Death Benefit

Payable to a surviving spouse in the event of participant's death after his completion of 5 years of vesting service.

Termination Benefit

5 or more years of vesting service.



McCreedy and Keene, Inc.

SUMMARY OF PLAN PROVISIONS, Continued

AMOUNT OF BENEFITS:

Normal Retirement Benefit

The standard retirement benefit is a monthly pension for the life of the participant in a monthly amount equal to:

- (1) \$22.00 times benefit service at date of termination

For employees who retired or terminated prior to January 1, 1993, benefits shall be determined in accordance with the plan then in effect.

Notwithstanding the above, the retirement benefit for married participants shall be an actuarially reduced monthly pension which provides for a 50% continuation of monthly payments to a surviving spouse. Participant may elect to receive the standard retirement benefit or various optional benefits in lieu of this form of an annuity.

Late Retirement Benefit

The accrued retirement benefit as of normal retirement date, but based upon service and the Dollar Factor in effect at late retirement, shall be payable commencing at late retirement date.

Early Retirement & Disability

The early retirement and disability benefit is the accrued retirement benefit determined as of early retirement date (or disability date) payable commencing at normal retirement date. However, participant may elect to have his benefit commence prior to normal retirement date in a reduced monthly amount. Benefits are reduced 1/180 for each month for the first 5 years, 1/360 for each month of the next 5 years and actuarially thereafter for each month that the commencement date precedes the normal retirement date.



SUMMARY OF PLAN PROVISIONS, Continued

AMOUNT OF BENEFITS:

Death Benefit

The surviving spouse of a participant who dies after completing 5 years of vesting service, before or after termination of employment, shall be entitled to a benefit which is actuarially equivalent to the Qualified Pre-retirement Survivor Annuity. The Qualified Pre-retirement Survivor Annuity is the benefit that would be payable at the participant's earliest retirement date (or date of death, if later) if he had terminated on his date of death, survived to his earliest retirement date, elected a joint and 50% survivor annuity, and died before benefits commenced.

The surviving spouse of a participant who dies while actively employed after completing 20 years of service shall be entitled to the benefit which is payable at the participant's date of death or 55th birthday, if later, if the participant had elected a joint 100% survivor annuity and died on the benefit commencement date.

Termination Benefit

After completion of at least 5 years of vesting service and prior to becoming eligible for any retirement benefit, he shall be 100% vested in his accrued benefit.

Eligibility Service

An employee shall receive credit for 1 years of eligibility service for his initial 12 month period of employment during which he is employed at least 1000 hours. In the event he does not have 1000 hours in his initial 12 month period, he shall receive credit for 1 year of eligibility service for each plan year which includes the first anniversary of his employment during which he is employed at least 1000 hours.

Vesting Service

Participant shall receive credit for 1 year of vesting service for each calendar year of employment during which he is employed at least 1000 hours.



SUMMARY OF PLAN PROVISIONS, Continued

AMOUNT OF BENEFITS:

Benefit Service

Full and fractional years which are credited to a participant for the purpose of determining his standard retirement benefit and accrued retirement benefit under the plan. Participant shall receive credit for 1 year of benefit service for each calendar year of participation under the plan during which he is employed at least 1000 hours.



Schedule SB, line 32 - Schedule of Amortization Bases

Reilly Industries, Inc, Employees' Pension Plan

EIN: 35-0607240

PN: 002

Plan Year: January 1, 2009 to December 31, 2009

SHORTFALL AMORTIZATION CHARGE

Date Established	Initial Balance	Shortfall Amortization Installment	Balance 1/1/2009
1/1/2008	\$ 870,050	\$ 145,522	\$ 730,039
1/1/2009	\$ (147,831)	\$ (26,232)	\$ (147,831)
Total		\$ 119,290	\$ 582,208



McCreedy and Reene, Inc.