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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           | <b>2009</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                       |                                                                                                                                                                                                   |
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| <b>Part II</b>                                                                                                                                                                                                                        | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                    |
| <b>1a</b> Name of plan<br><u>RETIREMENT PLAN FOR EMPLOYEES OF JOHNSON DIVERSEY, INC.</u>                                                                                                                                              | <b>1b</b> Three-digit plan number (PN) ▶ <u>002</u><br><b>1c</b> Effective date of plan<br><u>01/01/1999</u>                                                                                      |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><u>JOHNSON DIVERSEY, INC.</u><br><br><u>8310 16TH STREET</u><br><u>STURTEVANT, WI 53177-1964</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>39-1877511</u><br><b>2c</b> Sponsor's telephone number<br><u>262-631-4001</u><br><b>2d</b> Business code (see instructions)<br><u>325600</u> |

**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.

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/14/2010</u> | <u>JULIE FELIX</u>                                           |
|                  | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/14/2010</u> | <u>TOM KOSMICKI</u>                                          |
|                  | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |

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

Form 5500 (2009)  
v.092307.1

|                                                                                                                                                                                                                       |                                                                   |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br><b>BOARD OF TRUSTEES</b><br><br><b>8310 16TH STREET</b><br><b>STURTEVANT, WI 53177-1964</b>                                | <b>3b</b> Administrator's EIN<br><b>39-2033465</b>                |
|                                                                                                                                                                                                                       | <b>3c</b> Administrator's telephone number<br><b>262-631-4001</b> |
|                                                                                                                                                                                                                       |                                                                   |
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN                                 |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                               | <b>5</b> <b>2934</b>                                              |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                |                                                                   |
| <b>a</b> Active participants.....                                                                                                                                                                                     | <b>6a</b> <b>1241</b>                                             |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                    | <b>6b</b> <b>628</b>                                              |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                     | <b>6c</b> <b>761</b>                                              |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                              | <b>6d</b> <b>2630</b>                                             |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                             | <b>6e</b> <b>44</b>                                               |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                               | <b>6f</b> <b>2674</b>                                             |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                        | <b>6g</b>                                                         |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                            | <b>6h</b> <b>26</b>                                               |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                  | <b>7</b>                                                          |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:<br><b>1C 1G</b>                                           |                                                                   |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:                                                            |                                                                   |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                                              | <b>9b</b> Plan benefit arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                   |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>a Pension Schedules</b><br><b>(1)</b> <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><b>(2)</b> <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br><b>(3)</b> <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br><b>(1)</b> <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br><b>(2)</b> <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br><b>(3)</b> <input type="checkbox"/> <b>A</b> (Insurance Information)<br><b>(4)</b> <input type="checkbox"/> <b>C</b> (Service Provider Information)<br><b>(5)</b> <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br><b>(6)</b> <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
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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.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>RETIREMENT PLAN FOR EMPLOYEES OF JOHNSON DIVERSEY, INC.</u>                                                   | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>JOHNSON DIVERSEY, INC.</u>                                 | <b>D</b> Employer Identification Number (EIN)<br><u>39-1877511</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|                                                                                                                                                                                                       |                                   |                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|---------------------------|
| <b>Part I</b>                                                                                                                                                                                         | <b>Basic Information</b>          |                           |
| <b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>                                                                                                                     |                                   |                           |
| <b>2</b> Assets:                                                                                                                                                                                      |                                   |                           |
| <b>a</b> Market value .....                                                                                                                                                                           | <b>2a</b> <u>121099457</u>        |                           |
| <b>b</b> Actuarial value .....                                                                                                                                                                        | <b>2b</b> <u>133209403</u>        |                           |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                   |                                   |                           |
|                                                                                                                                                                                                       | <b>(1) Number of participants</b> | <b>(2) Funding Target</b> |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                           | <b>3a</b> <u>672</u>              | <u>32207612</u>           |
| <b>b</b> For terminated vested participants .....                                                                                                                                                     | <b>3b</b> <u>968</u>              | <u>28533248</u>           |
| <b>c</b> For active participants:                                                                                                                                                                     |                                   |                           |
| <b>(1)</b> Non-vested benefits .....                                                                                                                                                                  | <b>3c(1)</b>                      | <u>2980453</u>            |
| <b>(2)</b> Vested benefits .....                                                                                                                                                                      | <b>3c(2)</b>                      | <u>64033061</u>           |
| <b>(3)</b> Total active .....                                                                                                                                                                         | <b>3c(3)</b> <u>1294</u>          | <u>67013514</u>           |
| <b>d</b> Total .....                                                                                                                                                                                  | <b>3d</b> <u>2934</u>             | <u>127754374</u>          |
| <b>4</b> If the plan is at-risk, check the box and complete items (a) and (b) .....                                                                                                                   | <input type="checkbox"/>          |                           |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | <b>4a</b>                         |                           |
| <b>b</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 ..... | <b>4b</b>                         |                           |
| <b>5</b> Effective interest rate .....                                                                                                                                                                | <b>5</b> <u>8.20</u> %            |                           |
| <b>6</b> Target normal cost .....                                                                                                                                                                     | <b>6</b> <u>1450000</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.

|                                                                                            |                                                      |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|
| <b>SIGN HERE</b>                                                                           | <u>09/27/2010</u>                                    |
| Signature of actuary<br><u>JASON R. PETTIT, A.S.A., E.A.</u>                               | Date<br><u>08-07155</u>                              |
| Type or print name of actuary<br><u>TOWERS WATSON PENNSYLVANIA, INC.</u>                   | Most recent enrollment number<br><u>414-273-1046</u> |
| Firm name<br><u>1000 NORTH WATER STREET, SUITE 1000</u><br><u>MILWAUKEE, WI 53202-3197</u> | Telephone number (including area code)               |
| 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) ..... | 50687713              | 0                      |
| 8                                                           | Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 6529097               | 0                      |
| 9                                                           | Amount remaining (Item 7 minus item 8).....                                                     | 44158616              | 0                      |
| 10                                                          | Interest on item 9 using prior year's actual return of <u>-17.58</u> % .....                    | -7763085              |                        |
| 11                                                          | Prior year's excess contributions to be added to prefunding balance:                            |                       |                        |
| a                                                           | Excess contributions (Item 38 from prior year) .....                                            |                       | 0                      |
| b                                                           | Interest on (a) using prior year's effective rate of <u>6.24</u> % .....                        |                       | 0                      |
| c                                                           | Total available at beginning of current plan year to add to prefunding balance .....            |                       | 0                      |
| d                                                           | Portion of (c) to be added to prefunding balance.....                                           |                       | 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).....               | 36395531              | 0                      |

| Part III Funding percentages |                                                                                                                                                                 |    |          |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 14                           | Funding target attainment percentage.....                                                                                                                       | 14 | 75.78 %  |
| 15                           | Adjusted funding target attainment percentage.....                                                                                                              | 15 | 104.26 % |
| 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 | 110.00 % |
| 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<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
| Totals ►                                                                          |                                   |                                 | 18(b)                    | 0                                 | 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                                                                 | 0       |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |         |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |         |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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                                                             | (4) 4th |
| 0                                                                                                                             | 0                                                                   | 0       |

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

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b> 2                                                   |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 61                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

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

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

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

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions).....                                                                                                        | <b>31</b>           | 1450000            |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 0                   | 0                  |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> 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 ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....                                                   | <b>34</b>           | 1450000            |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 1450000             | 0                  |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           | 0                  |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....                                                   | <b>37</b>           | 0                  |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           | 0                  |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....                                                                       | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |



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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <b>01/01/2009</b> and ending <b>12/31/2009</b> |                                                                        |            |
| <b>A</b> Name of plan<br><b>RETIREMENT PLAN FOR EMPLOYEES OF JOHNSON DIVERSEY, INC.</b>                  | <b>B</b> Three-digit plan number (PN)                                  | <b>002</b> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>JOHNSON DIVERSEY, INC.</b>           | <b>D</b> Employer Identification Number (EIN)<br><br><b>39-1877511</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    |                       |                 |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 121105946             | 134955363       |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 121105946             | 134955363       |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 121105946 | 134955363 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**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: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 0          |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 0         |

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

|                                                                                                      |                 |  |   |
|------------------------------------------------------------------------------------------------------|-----------------|--|---|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |  |   |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |  |   |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |  |   |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |  |   |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> |  |   |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |  |   |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |  | 0 |

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |  |   |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |  |   |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> |  |   |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |  | 0 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            | 21645787  |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            |           |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 21645787  |

**Expenses**

|                                                                                            |              |          |          |
|--------------------------------------------------------------------------------------------|--------------|----------|----------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 15174712 |          |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |          |          |
| (3) Other .....                                                                            | <b>2e(3)</b> |          |          |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |          | 15174712 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |          |          |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |          |          |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |          |          |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |          |          |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |          |          |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |          |          |
| (4) Other .....                                                                            | <b>2i(4)</b> |          |          |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |          | 0        |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |          | 15174712 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 6471075 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  | 7378342 |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

**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   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> 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  |          |
| <b>b</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.)..... |     | X  |          |
| <b>c</b> 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  |          |
| <b>d</b> 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  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 20000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> 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   |    | 6557629  |
| <b>h</b> 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  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   |     | X  |          |
| <b>j</b> 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  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     |    |          |
| <b>n</b> 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) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                |                                                                    |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>RETIREMENT PLAN FOR EMPLOYEES OF JOHNSON DIVERSEY, INC.</u>        | <b>B</b> Three-digit plan number (PN) ▶<br><u>002</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>JOHNSON DIVERSEY, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>39-1877511</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u>   |
| <b>2</b> 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):<br><br>EIN(s): <u>39-1421544</u> |          |            |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |            |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>304</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                                         |                                        |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                                         |                                        |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                                         |                                        |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                               | <b>6a</b>                               |                                        |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                               |                                        |                              |
| <b>c</b> 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).....                                                                                                                                                                                                                           | <b>6c</b>                               |                                        |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                                         |                                        |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes            | <input type="checkbox"/> No            | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                                   | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                                          |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|------------------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input checked="" type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|------------------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

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

Schedule R (Form 5500) 2009  
v.092308.1

**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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 41% Investment-Grade Debt: 53% High-Yield Debt: 0% Real Estate: 4% Other: 2%

- 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):

## Report of Independent Auditors

Board of Directors  
JohnsonDiversey, Inc.  
Retirement Plan for Employees of JohnsonDiversey, Inc.

We were engaged to audit the accompanying statements of net assets available for benefits of the Retirement Plan for Employees of JohnsonDiversey, Inc. as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

*Ernst & Young LLP*

October 13, 2010

|                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                |                                                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><hr/> <small>Department of Labor<br/>Employee Benefits Security Administration<br/>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

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.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><br>Retirement Plan for Employees of JohnsonDiversey                                                             | <b>B</b> Three-digit plan number (PN) ► <u>002</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>JOHNSONDIVERSEY, INC.                                     | <b>D</b> Employer Identification Number (EIN)<br><br>39-1877511                                                                                         |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

| Part I Basic Information |                                                                                                                                                                                                       |                            |                    |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------|
| <b>1</b>                 | Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>                                                                                                                                |                            |                    |
| <b>2</b>                 | Assets:                                                                                                                                                                                               |                            |                    |
|                          | <b>a</b> Market value.....                                                                                                                                                                            | <b>2a</b>                  | 121,099,457        |
|                          | <b>b</b> Actuarial value.....                                                                                                                                                                         | <b>2b</b>                  | 133,209,403        |
| <b>3</b>                 | Funding target/participant count breakdown                                                                                                                                                            | (1) Number of participants | (2) Funding Target |
|                          | <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                           | <b>3a</b>                  | 672                |
|                          | <b>b</b> For terminated vested participants .....                                                                                                                                                     | <b>3b</b>                  | 968                |
|                          | <b>c</b> For active participants:                                                                                                                                                                     |                            |                    |
|                          | (1) Non-vested benefits.....                                                                                                                                                                          | <b>3c(1)</b>               | 2,980,453          |
|                          | (2) Vested benefits.....                                                                                                                                                                              | <b>3c(2)</b>               | 64,033,061         |
|                          | (3) Total active .....                                                                                                                                                                                | <b>3c(3)</b>               | 1,294              |
|                          | <b>d</b> Total.....                                                                                                                                                                                   | <b>3d</b>                  | 2,934              |
| <b>4</b>                 | If the plan is at-risk, check the box and complete items (a) and (b) <input type="checkbox"/>                                                                                                         |                            |                    |
|                          | <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | <b>4a</b>                  |                    |
|                          | <b>b</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 ..... | <b>4b</b>                  |                    |
| <b>5</b>                 | Effective interest rate.....                                                                                                                                                                          | <b>5</b>                   | 8.20 %             |
| <b>6</b>                 | Target normal cost.....                                                                                                                                                                               | <b>6</b>                   | 1,450,000          |

**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.

|                  |                                                                                           |                                                          |
|------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------|
| <b>SIGN HERE</b> | Jason R. Pettit<br><div style="text-align: center;"><i>JRP</i></div> Signature of actuary | <div style="text-align: right;">9/27/10</div> Date       |
|                  | Jason R. Pettit, A.S.A., E.A.<br>Type or print name of actuary                            | 08-07155<br>Most recent enrollment number                |
|                  | TOWERS WATSON PENNSYLVANIA, INC.<br>Firm name                                             | (414) 273-1046<br>Telephone number (including area code) |
|                  | 1000 NORTH WATER STREET, SUITE 1000<br>Address of the firm                                |                                                          |
|                  | MILWAUKEE WI 53202-3197                                                                   |                                                          |

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 ☐

| <b>Part II</b> <b>Beginning of year carryover and prefunding balances</b> |                                                                                                 | (a) Carryover balance | (b) Prefunding balance |
|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b>                                                                  | Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 50,687,713            | 0                      |
| <b>8</b>                                                                  | Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 6,529,097             | 0                      |
| <b>9</b>                                                                  | Amount remaining (Item 7 minus item 8) .....                                                    | 44,158,616            | 0                      |
| <b>10</b>                                                                 | Interest on item 9 using prior year's actual return of <u>(17.58)%</u> .....                    | (7,763,085)           |                        |
| <b>11</b>                                                                 | Prior year's excess contributions to be added to prefunding balance:                            |                       |                        |
| <b>a</b>                                                                  | Excess contributions (Item 38 from prior year) .....                                            |                       | 0                      |
| <b>b</b>                                                                  | Interest on (a) using prior year's effective rate of <u>6.24 %</u> .....                        |                       | 0                      |
| <b>c</b>                                                                  | Total available at beginning of current plan year to add to prefunding balance .....            |                       | 0                      |
| <b>d</b>                                                                  | Portion of (c) to be added to prefunding balance .....                                          |                       | 0                      |
| <b>12</b>                                                                 | Reduction in balances due to elections or deemed elections .....                                | 0                     | 0                      |
| <b>13</b>                                                                 | Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) .....              | 36,395,531            | 0                      |

| <b>Part III</b> <b>Funding percentages</b> |                                                                                                                                                                  |           |          |
|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>14</b>                                  | Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 75.78 %  |
| <b>15</b>                                  | Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 104.26 % |
| <b>16</b>                                  | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 110.00 % |
| <b>17</b>                                  | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %        |

| <b>Part IV</b> <b>Contributions and liquidity shortfalls</b>                             |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>                                                                          |                                   |                                 | <b>18(b)</b>             | 0                                 | <b>18(c)</b>                    |
|                                                                                          |                                   |                                 |                          | 0                                 |                                 |

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

|                                                                                                                         |            |   |
|-------------------------------------------------------------------------------------------------------------------------|------------|---|
| <b>a</b> Contributions allocated toward unpaid minimum required contribution from prior years. ....                     | <b>19a</b> | 0 |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> | 0 |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 0 |

**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**

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b> 2                                                   |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 61                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

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

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

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

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions) .....                                                                                                       | <b>31</b>           | 1,450,000          |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 0                   | 0                  |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> 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 ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) .....                                                  | <b>34</b>           | 1,450,000          |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 1,450,000           | 0                  |
| <b>36</b> Additional cash requirement (item 34 minus item 35) .....                                                                                                                  | <b>36</b>           | 0                  |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) .....                                                  | <b>37</b>           | 0                  |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions) .....                                                                                           | <b>38</b>           | 0                  |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) .....                                                                      | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

**JohnsonDiversey, Inc.**

**Retirement Plan for Employees of JohnsonDiversey, Inc.**

**EIN: 39-1877511 PN: 002**

**Attachments for 2009 Schedule SB (Form 5500)**

1. A statement of the actuarial methods and assumptions used for the valuation is attached. [Attachment to Part V]
2. A statement of the plan provisions upon which the valuation was based is attached. [Attachment to Part V]
3. An exhibit showing the method for calculating the retirement age is attached. [Attachment to line 22]
4. A statement of the change in funding method. [Attachment to line 25]
5. The schedule of active participant data is attached. [Attachment to line 26]
6. A statement detailing credit balance elected in excess of the minimum required contributions is attached. [Attachment to line 35]

Jason R. Pettit, A.S.A, E.A.  
Enrollment Number 08-07155  
Towers Watson Pennsylvania, Inc.  
1000 N. Water Street, Suite 1000  
Milwaukee, WI 53202  
(414) 273-1046

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
**EIN: 39-1877511    PN: 002**  
**Schedule SB, Line 22 – Description of Weighted Average Retirement Age**

| (1)                          | (2)                             | (3)                                              | (4)                |
|------------------------------|---------------------------------|--------------------------------------------------|--------------------|
| Assumed<br>Retirement<br>Age | Probability<br>of<br>Retirement | Expected<br>Retirements<br>Based on<br>100 Lives | Columns<br>(1)*(3) |
| 50                           | 1%                              | 1.0                                              | 50.0               |
| 51                           | 1%                              | 1.0                                              | 50.5               |
| 52                           | 1%                              | 1.0                                              | 51.0               |
| 53                           | 1%                              | 1.0                                              | 51.4               |
| 54                           | 1%                              | 1.0                                              | 51.9               |
| 55                           | 5%                              | 4.8                                              | 261.5              |
| 56                           | 5%                              | 4.5                                              | 253.0              |
| 57                           | 5%                              | 4.3                                              | 244.6              |
| 58                           | 5%                              | 4.1                                              | 236.5              |
| 59                           | 5%                              | 3.9                                              | 228.5              |
| 60                           | 10%                             | 7.4                                              | 441.5              |
| 61                           | 10%                             | 6.6                                              | 404.0              |
| 62                           | 30%                             | 17.9                                             | 1,108.6            |
| 63                           | 25%                             | 10.4                                             | 657.1              |
| 64                           | 25%                             | 7.8                                              | 500.7              |
| 65                           | 100%                            | 23.5                                             | 1,525.5            |
|                              |                                 | 100.0                                            | 6,116.3            |

**Average Retirement Age (4)/(3) = 61.2**

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
**EIN: 39-1877511    PN: 002**  
**Schedule SB, Line 25 – Change in Method**

The actuarial value of assets changed from a one-month smoothed value to a two-year smoothed value of assets. For the 1/1/2009 valuation, the actuarial value of assets is the average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings. The average asset value must be within 10% of fair value, including contributions receivable.

The valuation software used to produce the actuarial information submitted on this schedule has been refined to reflect evolving understanding of PPA requirements, and such modifications may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

The funding discount rate basis changed from a yield curve based on yields during December to a yield curve based on yields during October (a two-month look-back).

This is the first year that the Target Normal Cost has been increased by any plan-related expenses expected to be paid from plan assets during the plan year, as required by WRERA.

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**Schedule SB, line 26 - Schedule of Active Participant Data**

This plan is hard frozen and the average accrued benefits are shown in lieu of compensation.

[illegible]

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
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**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**

## Actuarial Assumptions and Methods

### Contributions

#### Economic Assumptions

|                                                 |                                                                                  |
|-------------------------------------------------|----------------------------------------------------------------------------------|
| Discount rate                                   | Full yield curve with a two-month look-back utilizing yields during October 2008 |
| Return on assets                                | N/A                                                                              |
| Annual rates of increase                        |                                                                                  |
| ▶ Salaries:                                     |                                                                                  |
| – Exempt:                                       |                                                                                  |
| – Under 35                                      | 6.00%                                                                            |
| – 35-44                                         | 5.00%                                                                            |
| – 45+                                           | 4.00%                                                                            |
| – Non-exempt                                    | 4.00%                                                                            |
| ▶ Future Social Security wage bases             | 4.00%                                                                            |
| ▶ Statutory limits on compensation and benefits | N/A                                                                              |
| ▶ Cash balance crediting rate:                  |                                                                                  |
| – Pre-2004 accruals                             | 7.00%                                                                            |
| – Post-2003 accruals                            | 5.50%                                                                            |
| ▶ Lump Sum Conversion*:                         |                                                                                  |
| – Mortality Table                               | IRS 2009 mortality under 417(e)                                                  |
| – Interest Rate                                 | Full Yield Curve for October 2008                                                |

\* Mortality table for lump sum conversion required by ERISA.

## Retirement Plan for Employees of JohnsonDiversey, Inc.

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

## Demographic and Other Assumptions

**Mortality:**

- |            |                                                                                                                  |
|------------|------------------------------------------------------------------------------------------------------------------|
| ▶ Healthy  | IRS-prescribed separate annuitant/non annuitant tables with “static” projection of assumed mortality improvement |
| ▶ Disabled | Same as Healthy Mortality                                                                                        |

## Termination

### Rates varying by age and gender

Representative rates:

| Age | Males | Females |
|-----|-------|---------|
| 25  | 7.4%  | 11.6%   |
| 40  | 2.0%  | 3.9%    |
| 55  | 0.0%  | 0.0%    |

## Disability

### Rates vary by age and gender

Sample rates:

| <i>Age</i> | <i>Males</i> | <i>Females</i> |
|------------|--------------|----------------|
| 25         | .03%         | .03%           |
| 40         | .08%         | .13%           |
| 55         | .69%         | .64%           |

## Retirement

Rates varying by age, average age 61.2

Sample rates:

| <i>Age</i> | <i>Rate</i> |
|------------|-------------|
| 50-54      | 1%          |
| 55-59      | 5%          |
| 60-61      | 10%         |
| 62         | 30%         |
| 63-64      | 25%         |
| 65         | 100%        |

## Benefit commencement date:

## Mortality

Surviving spouse benefits are paid at the later of the death of the active participant or the date the participant would have attained age 50 with 10 years of service

## Termination

If less than 10 years of service, the later of age 65 or termination of employment; otherwise, age 62

## Disability

Age 65

## Retirement

### Upon termination of employment

## Form of payment

100% of participants elect a lump sum

## Percent married

100%

## Spouse age

Wife three years younger than husband

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
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|             |                                                                                                                                  |
|-------------|----------------------------------------------------------------------------------------------------------------------------------|
| Covered pay | Base pay plus shift differential, overtime, commissions, and nondeferred bonus paid under the Performance Bonus Opportunity Plan |
|-------------|----------------------------------------------------------------------------------------------------------------------------------|

|                        |             |
|------------------------|-------------|
| Administrative expense | \$1,450,000 |
|------------------------|-------------|

**Methods**

**Contributions:**

- |                                            |                                                                                                                                                                                                                                                                                                        |
|--------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ▶ Valuation date                           | First day of plan year                                                                                                                                                                                                                                                                                 |
| ▶ Normal cost and funding target liability | Unit credit                                                                                                                                                                                                                                                                                            |
| ▶ Actuarial value of assets                | Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings. The average asset value must be within 10% of fair value, including contributions receivable. |
| ▶ Funding policy                           | The company's funding policy is to contribute an amount at least equal to the minimum required contribution under PPA. JohnsonDiversey Inc. may increase its contribution above the minimum, if appropriate to its tax and cash position and the plan's funded status.                                 |

|                     |                                                                                                                                                                                                                                              |
|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Benefits Not Valued | All benefits described in the Plan Provisions section of this report were valued. Towers Perrin has reviewed the plan provisions with JohnsonDiversey Inc. and is not aware of any significant benefits required to be valued that were not. |
|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Change in Assumptions and Methods Since Prior Valuation**

|               |                                                                                                                                                                     |
|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Discount Rate | The funding discount rate basis changed from a yield curve based on yields during December to a yield curve based on yields during October (a two-month look-back). |
|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                           |                                                                                                                                                                                                                                                                                                                                |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Lump Sum Conversion Basis | The mortality table used for lump sum conversions, changed from the IRS 2008 mortality table prescribed under 417(e) to the IRS 2009 mortality table prescribed under 417(e). The interest rate used for the lump sum conversion changed from the full yield curve for December 2007 to the full yield curve for October 2008. |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                 |                                                                                                                                                                               |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mortality Table | The mortality table used to determine the funding target liability was changed from the 2008 IRS standard static approximation to the 2009 IRS standard static approximation. |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                           |                                                                                                                                              |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| Actuarial Value of Assets | The actuarial value of assets changed from a one month smoothed value of assets to a two year smoothed value of assets (as described above). |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|

**Retirement Plan for Employees of JohnsonDiversey, Inc.**

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

**Data Sources**

Towers Watson used asset data supplied by the trustee. JohnsonDiversey Inc., through its third party administrator, furnished participant data. JohnsonDiversey Inc. furnished the dates and amounts of the 2008 contributions that will be paid in 2009, and accrued pension cost as of December 31, 2008. Data were reviewed for reasonableness and consistency, but no audit was performed. Assumptions or estimates were made by the Towers Watson actuaries when data were not available. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
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**Schedule SB, Part V – Summary of Plan Provisions**

## Plan Provisions

|                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Effective Date                               | April 1, 1963. The latest plan amendment was effective January 1, 2008.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Coverage                                     | <p>An employee becomes a participant upon completion of a year of eligibility service (retroactive to the first day of such year of eligibility service). An employee is credited with a year of eligibility service if he completes 1,000 hours of service in a 12 consecutive month period.</p> <p>The following individuals who are active Employees of the Company on January 1, 2004 shall be eligible to participate in the Plan as of the later of January 1, 2004 or the completion of one year of eligibility service (includes former DiverseyLever service):</p> <p>(a) Former employees of DiverseyLever Inc. who are employees of JohnsonDiversey Subsidiary #1 LLC and active participants in the DiverseyLever Retirement Plan as of December 31, 2003 and are "Employees" for purposes of this Plan as of January 1, 2004;</p> <p>(b) Former employees of Prism Sanitation Management, LLC; and</p> <p>(c) Former employees of The Butcher Company.</p> |
| Eligibility for Benefits                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Normal retirement                            | Age 65                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Early retirement                             | Age 50 with 10 years of service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Death benefits                               | 5 years of service                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Vested termination                           | 5 years of service                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Amount of Benefits –<br>Cash Balance Formula | <p>The cash balance accounts equal to the sum of a), b), and c) below:</p> <p><b>(a) Initial Balance</b> – The initial balance was determined for each participant as of January 1, 1998 as the sum of two items. First, the present value of the participant's single life annuity determined under the Grandfather Benefit (final average pay) formula, commencing at age 62. Second, an additional amount equal to the participant's years of service as of December 31, 1997 (maximum of 20 years) multiplied by the participant's December 31, 1997 annualized rate of base pay multiplied by a percentage based on the participant's age as of December 31, 1997. The percentages range from 1.0% for ages 25 and less, to 3.5% for ages 50 and older.</p>                                                                                                                                                                                                        |

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
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**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions (continued)**

**(b) Annual Service Credits –**

As of December 31, 2008, future benefit accruals under the Retirement Plan for Employees of JohnsonDiversey, Inc. ceased. Before this date, annual service credits were calculated as follows:

At each December 31, a participant's cash balance account will be credited with an amount equal to 5% of the participant's pay up to the Social Security Wage Base for that year, plus 10% of the participant's pay in excess of the Social Security Wage Base.

Phased-In Contribution Credit for 2004 and 2005. Former employees of DiverseyLever Inc. who are employed by JohnsonDiversey Subsidiary #1 LLC and became eligible to participate in the Plan as of January 1, 2004, former employees of The Butcher Company and Prism Sanitation Management LLC who became eligible to participate in the Plan as of January 1, 2004, and employees of the Company, Johnson Polymer, Inc. and U.S. Chemical Corporation hired after September 1, 2003 and prior to January 1, 2006, shall be eligible for an annual service credit phased-in for 2004 and 2005 in an amount determined as follows:

- (i) As of December 31, 2004, an amount equal to 3% of such Participant's Pay up to the Social Security Wage Base for 2004, plus 6% of the Participant's Pay in excess of that amount; and
- (ii) As of December 31, 2005, an amount equal to 4% of the Participant's Pay up to the Social Security Wage Base for that year, plus 8% of the Participant's Pay in excess of that amount.

**(c) Annual Earnings Credit –** At December 31 of each calendar year, a Participant's Cash Balance Account will be credited with earnings as follows:

- (i) A Participant's Cash Balance Account as of January 1, 2004, if any, will be credited with earnings at the greater of 4%, or 75% of the rate of return generated by the Plan's Trust for that calendar year, as reported by an independent qualified financial advisor retained by the Trustees and calculated on a reasonable and consistent basis.
- (ii) A Participant's Post-2003 Cash Balance Account will be credited with earnings in an amount equal to the yield on 10-year Treasury Constant Maturities as reported in the Federal Reserve Bulletin as the average annual yield as of that December 31.

A Participant's Post-2003 Cash Balance Account shall include contribution and interest credits earned after January 1, 2004. A Participant's Cash Balance Account as of January 1, 2004 shall include contribution and interest credits for 2003 and preceding Plan Years.

**Retirement Plan for Employees of JohnsonDiversey, Inc.**

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**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions (continued)**

|                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|---------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Covered Pay                                             | As of December 31, 2008, benefit accruals under the plan ceased, before that date pay used in determining the annual service credits was defined to be the sum of the following amounts: basic compensation, commissions, shift differential, overtime, and nondeferred bonuses under the Performance Bonus Opportunity Plan.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Lump Sum Conversion                                     | The following actuarial equivalent basis will be used for purposes of determining the lump sum cash equivalent of an annuity and for purposes of determining the monthly amount of an immediate single life annuity equivalent of a participant's Cash Balance Account: the interest rate and mortality table as prescribed by 417(e) for the October preceding the plan year in which distribution will occur.                                                                                                                                                                                                                                                                                                                                                                                                 |
| Amount of Benefits -<br>Old Plan Grandfather<br>Formula | The plan provisions described below are only applicable to employees who were actively employed on any date between January 1, 1998 and June 1, 1998. These employees will receive the greater of the cash balance benefit or the old plan benefit described below for terminations or retirements until December 31, 2008. The old plan benefit was frozen as of December 31, 2008 but will continue to serve as a minimum benefit for eligible participants.                                                                                                                                                                                                                                                                                                                                                  |
| Normal Retirement                                       | <p>(1) For service prior to January 1, 1975, the amount of monthly retirement income shall be the greater of:</p> <p>(a) .8% of final average pay for each such year of service; or</p> <p>(b) 25% of final average pay reduced by 2% for each point that total points are less than 100, multiplied by the ratio of service prior to January 1, 1975 to total years of service.</p> <p>(2) For service after December 31, 1974, the monthly benefit shall be 1-3/4% of final average pay for each such year of service reduced by 1-2/3 % of the employee's Primary Social Security Benefit for each such year of service up to 30 years. Social Security is the amount commencing at age 62, or if retirement occurs after age 62, the Social Security benefit is the amount commencing at the later age.</p> |
| Early Retirement                                        | Normal retirement benefit computed above based on years of service and final average pay to early retirement date; reduced by 4% per year for each year and fractional year that early retirement date precedes age 62. The amount under (2) above                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
**EIN: 39-1877511    PN: 002**  
**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions (continued)**

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                             | shall not be less than the benefit would be if it were determined based on potential service at 65, level pay to age 65, and the Social Security benefit at age 65, multiplied by the ratio of actual service at retirement since December 31, 1974 to potential service at age 65 since December 31, 1974.                                                                                                                                                                                                                                                                                                                                                      |
| Cost-of-living Adjustment   | <p>The monthly retirement benefit will be adjusted annually beginning January 15, 1971, based on the latest Consumer Price Index subject to the following limitations:</p> <ol style="list-style-type: none"><li>(1) The adjustment will apply only to the first \$500 of the monthly retirement benefit.</li><li>(2) The increase or decrease will be limited to a maximum of 3% per year. If the Consumer Price Index changes more than 3% in one year, however, the excess can be carried forward and applied in succeeding years.</li><li>(3) The benefit will never be reduced below the original amount which is paid at the time of retirement.</li></ol> |
| Vested Termination          | An employee with five or more years of covered service who terminated prior to his early retirement date shall be entitled to receive a vested retirement benefit. The monthly amount shall be determined in the same manner as the early retirement benefit for anyone terminating with ten or more years of service. Anyone with less than 10 years of service at termination will have actuarial equivalence reductions applied for early commencement.                                                                                                                                                                                                       |
| Surviving Spouse            | <p>Surviving Spouse Benefit payable for life to surviving spouse equal to benefit spouse would have been entitled to receive if the deceased employee had retired on the day preceding the date of death, and had elected a joint and survivor annuity option under which 2/3 of the monthly benefit payable to the employee would be payable to the joint annuitant. Benefit will not be payable before employee would have attained age 50.</p> <p>Such benefit may also be paid under the Social Security Adjustment Option.</p>                                                                                                                              |
| Surviving Covered Dependent | Surviving Covered Dependent Benefit payable for life to surviving covered dependent equal to 40% of the benefit the employee would have been entitled to receive on the day preceding the date of death. Payments shall be divided equally among each covered dependent until such person ceases to qualify as a covered dependent.                                                                                                                                                                                                                                                                                                                              |

**Retirement Plan for Employees of JohnsonDiversey, Inc.**

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**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions (continued)**

|                                    |                                                                                                                                                                                                                                                                                                                                                                                       |
|------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal Form of Annuity             | <p><b>No spouse</b> – Five-year certain and life.</p> <p><b>With spouse</b> – Joint and survivor annuity actuarially equivalent to the five-year certain and life benefit payable to participant. In event of participant's death, 50% of reduced benefit is payable to surviving spouse.</p>                                                                                         |
| Optional Forms of Payment          | Joint and survivor option, 5-year, 10-year, 15-year, and 20-year certain and life options, life annuity option, Social Security adjustment option, and lump sum.                                                                                                                                                                                                                      |
| Conversion Basis                   | <p>Social Security adjustment option and lump sum conversions – 1994 GAR projected to 2002 weighed 50% male and 50% female with the interest rate set to the 30-year Treasury rate for the October preceding the Plan Year in which distribution will occur.</p> <p>All other options – 1971 GAM weighted 75% male and 25% female with an interest rate of 7.00%.</p>                 |
| Employee's Voluntary Contributions | Employees could have made voluntary contributions up to January 1, 1985, of 1 % to 10% of base pay to provide an additional benefit at retirement. The value of these contributions as of January 1, 1985 was transferred to the JohnsonDiversey, Inc. Employees' Deferred Profit Sharing and Savings Plan.                                                                           |
| Definitions                        |                                                                                                                                                                                                                                                                                                                                                                                       |
| Plan Year                          | January 1 to December 31.                                                                                                                                                                                                                                                                                                                                                             |
| Service                            | Last continuous period of employment with the company, subsidiary or affiliate (includes Johnson Wax Associates, Inc. (JWA) and any JWA affiliate or subsidiary).                                                                                                                                                                                                                     |
| Points                             | <p>Points shall mean the points credited to each employee who retires based on service prior to January 1, 1975. Each employee shall be credited with points at the time of his retirement, up to a maximum of 100 points, as follows:</p> <p>(1) One point for each year of his attained age up to a maximum of 65.</p> <p>(2) One-twelfth of a point for each month of service.</p> |
| Base Pay                           | Employee's basic rate of compensation excluding overtime and other forms of premium payment, profit sharing payments, and any other forms of additional compensation. Sales bonuses will be included in base pay after July 1, 1984.                                                                                                                                                  |
| Final Average Pay                  | Average monthly base pay of any five consecutive years in which the largest amount of base pay was received during the last 12 years prior to employee's normal retirement date or termination of employment, if earlier.                                                                                                                                                             |
| Primary Social Security Benefit    | The benefit to which the employee is entitled under the terms of the Social Security Act as in effect at the time of his separation from                                                                                                                                                                                                                                              |

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
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**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions (continued)**

|                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                    | service, whether or not the employee actually applies for and receives such benefit at the time it first becomes payable.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Early Retirement Income Supplement | <p>An employee who retires after attaining age 60 and completing 30 years of service shall be entitled to a retirement income supplement. The monthly amount of the supplement on a life annuity basis shall be equal to the difference, if any, between 70% of the employee's final average pay, such 70% not to exceed \$900, and the sum of the following amounts:</p> <ul style="list-style-type: none"><li>(a) The monthly amount of retirement income payable from this Plan under the normal form, regardless of whether benefits are actually paid in that form;</li><li>(b) The monthly amount of retirement income from the retirement account in the JohnsonDiversey, Inc. Employees Deferred Profit Sharing and Savings Plan payable in the form of a cash refund life annuity, regardless of whether benefits are actually paid to the employee in that form; and</li><li>(c) The monthly amount of the Primary Social Security Benefit, if any, to which the employee is entitled at the date of his retirement.</li></ul> <p>The supplement, except as provided below, shall cease upon the employee's death. In the case of an employee not Eligible to receive Social Security benefits at retirement, the supplement shall cease when he becomes eligible to receive a Primary Social Security Benefit; provided, however, that if the supplement is in excess of the Primary Social Security Benefit (determined as of the employee's retirement date), the excess shall continue to be paid to the retired employee.</p> |
| Minimums Under Prior Plan          | There are certain minimum benefits in the plan that is related to the prior plan that was in existence before April 1, 1963. These minimums have not been outlined in the above summary.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Maximum on Benefits and Pay        | All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for adjusting the dollar limits automatically as such changes become effective.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
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**Schedule SB, Part V – Summary of Plan Provisions**

## Plan Provisions (continued)

### Former AmeriClean Systems Inc. Salaried Pension Plan

|                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Participation                  | All non-bargaining salaried employees. No new participants after December 31, 1991.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Accrued Benefit                | <p>A monthly life annuity of the greatest of:</p> <ol style="list-style-type: none"><li>1. 1.5% of Average Monthly Salary times Credited Service (up to a maximum of 35 years) less 50% of the monthly Social Security benefit.</li><li>2. \$11.50 times Credited Service.</li><li>3. For employees who were participants prior to April 1, 1981: 1.25% of the first \$750 of Average Monthly Salary plus .42% of the Average Monthly Salary in excess of \$750 times Credited Service (minimum benefit is \$11.50 times Credited Service) plus 1% of the participants' contributions under the Predecessor Plan.</li></ol> <p>Plan benefits were frozen December 31, 1991.</p> |
| Normal Form of Benefit Payment | Life annuity for single participants and 66-2/3% qualified joint and survivor annuity for married participants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Normal Retirement              | <p><b>Eligibility:</b> The Normal Retirement Date is the first day of the month following the attainment of age 65.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Normal Retirement Date.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Early Retirement               | <p><b>Eligibility:</b> Completion of 10 years of vesting service and attainment of age 55.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Early Retirement Date, reduced 1/3% for each month for early commencement prior to age 62.</p>                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Deferred Retirement            | <p><b>Eligibility:</b> Any date after Normal Retirement Date.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Deferred Retirement Date.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Disability Retirement          | <p><b>Eligibility:</b> Termination of employment due to total and permanent disability after 10 years of vesting service.</p> <p><b>Benefit:</b> The Accrued Benefit determined at date of disability retirement, payable at Normal Retirement Date and actuarially reduced for early commencement.</p>                                                                                                                                                                                                                                                                                                                                                                         |
| Vested Benefit                 | <p><b>Eligibility:</b> Termination for reasons other than retirement, disability or death with at least 5 years of vesting service.</p> <p><b>Benefit:</b> Benefits are payable upon request as early as age 55 if the participant has 10 years of vesting service, reduced 1/3% for each month commencement precedes age 65.</p>                                                                                                                                                                                                                                                                                                                                               |

Retirement Plan for Employees of JohnsonDiversey, Inc.

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Schedule SB, Part V – Summary of Plan Provisions

Plan Provisions (continued)

**Preretirement Survivor Benefit** **Eligibility:** Married participants who die while eligible for deferred vested benefit or while active and eligible for retirement.

**Benefit:** For deferred vested or active participants not yet eligible for retirement, 66-2/3% of the Accrued Benefit at the date of death, payable for the life of the spouse, reduced for payment as early as when the participant would have been first eligible to receive a benefit under the plan.

For deferred vested or active participants for whom benefits have not yet commenced but who are either (a) over age 55 and eligible for early retirement or (b) over age 65, 66-2/3% of the Accrued Benefit at the date of death, reduced for the survivor form of payment, and for benefit commencement prior to the participant's age 65.

Former Dallas Plan

**Participation** All hourly employees covered by the Collective Bargaining Agreement, upon completion of one year of service and attainment of age 21.

**Accrued Benefit** A monthly life annuity of the product of years of Credited Service and benefit rate as shown below:

| <u>Retirement or Termination Date</u> | <u>Monthly Benefit Rate</u> |
|---------------------------------------|-----------------------------|
| 1/14/1991 through 1/13/1992           | \$17.00                     |
| 1/14/1992 through 1/13/1993           | \$17.50                     |
| 1/14/1993 through 1/13/1994           | \$18.00                     |
| 1/14/1994 and thereafter              | \$19.00                     |

**Normal Form of Benefit Payment** Life annuity with 120 monthly payments guaranteed for single participants.

50% joint and survivor annuity with 120 monthly payments guaranteed for married participants, actuarially equivalent to a single life annuity with 120 monthly payments guaranteed.

**Normal Retirement** **Eligibility:** The Normal Retirement Date is the first day of the month following the attainment of age 65.

**Benefit:** The Accrued Benefit determined at Normal Retirement Date.

**Early Retirement** **Eligibility:** Completion of 10 years of vesting service and attainment of age 55.

**Benefit:** The Accrued Benefit determined at Early Retirement Date, reduced 1/3% for each month for early commencement prior to age 62.

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
**EIN: 39-1877511    PN: 002**  
**Schedule SB, Part V – Summary of Plan Provisions**

## Plan Provisions (continued)

|                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Deferred Retirement             | <p><b>Eligibility:</b> Any date after Normal Retirement Date.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Deferred Retirement Date.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Disability Retirement           | <p><b>Eligibility:</b> Termination of employment due to total and permanent disability.</p> <p><b>Benefit:</b> The Accrued Benefit determined at date of disability retirement, payable immediately and actuarially reduced for early commencement.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Vested Benefit                  | <p><b>Eligibility:</b> Termination for reasons other than retirement, disability or death with at least 5 years of vesting service.</p> <p><b>Benefit:</b> Benefits are payable upon request as early as age 55 if the participant has 10 years of vesting service and are actuarially reduced for each month commencement precedes age 65.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Postretirement Survivor Benefit | <p><b>Eligibility:</b> Married participants who have not rejected coverage and who die after having completed 5 years of vesting service, after having been married for at least one year and before having commenced benefits.</p> <p><b>Benefit Payable to Surviving Spouse:</b> A pension beginning on the spouse's benefit commencement date and payable for the life of the spouse. The spouse's benefit commencement date is the latest of (a) the first day of the month following the participant's death, (b) the earliest date on which the participant could have elected to begin receiving a pension and (c) the first day of any month following the later of (a) and (b) that the spouse elects, but not later than the participant's Normal Retirement Date. The amount of the spouses' pension is 50% of the pension (based on the pension accrued by the participant at death) that would have been payable to the participant commencing on the spouse's benefit commencement date under the normal form of payment applicable to a married participant with 120 monthly payments guaranteed.</p> |
| Former DeKalb Hourly Plan       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Participation                   | All employees in the bargaining unit at the DeKalb, Georgia Plant are eligible for participation at date of employment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

Retirement Plan for Employees of JohnsonDiversey, Inc.

EIN: 39-1877511 PN: 002

Schedule SB, Part V – Summary of Plan Provisions

Plan Provisions (continued)

| Accrued Benefit                       | <p>A monthly life annuity of the product of years of Credited Service and benefit rate as shown below:</p> <table><tr><th><u>Retirement or Termination Date</u></th><th><u>Monthly Benefit Rate</u></th></tr><tr><td>Prior to 7/28/80</td><td>\$7.50</td></tr><tr><td>7/29/1980 through 7/26/1981</td><td>\$8.00</td></tr><tr><td>7/27/1981 through 7/28/1984</td><td>\$8.50</td></tr><tr><td>7/29/1984 through 7/31/1987</td><td>\$10.00</td></tr><tr><td>8/1/1987 through 7/31/1989</td><td>\$12.00</td></tr><tr><td>8/1/1989 through 7/31/1990</td><td>\$13.00</td></tr><tr><td>8/1/1990 through 7/31/1991</td><td>\$14.00</td></tr><tr><td>8/1/1991 through 7/31/1992</td><td>\$15.00</td></tr><tr><td>After 8/1/1992</td><td>\$16.00</td></tr></table> | <u>Retirement or Termination Date</u> | <u>Monthly Benefit Rate</u> | Prior to 7/28/80 | \$7.50 | 7/29/1980 through 7/26/1981 | \$8.00 | 7/27/1981 through 7/28/1984 | \$8.50 | 7/29/1984 through 7/31/1987 | \$10.00 | 8/1/1987 through 7/31/1989 | \$12.00 | 8/1/1989 through 7/31/1990 | \$13.00 | 8/1/1990 through 7/31/1991 | \$14.00 | 8/1/1991 through 7/31/1992 | \$15.00 | After 8/1/1992 | \$16.00 |
|---------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------|------------------|--------|-----------------------------|--------|-----------------------------|--------|-----------------------------|---------|----------------------------|---------|----------------------------|---------|----------------------------|---------|----------------------------|---------|----------------|---------|
| <u>Retirement or Termination Date</u> | <u>Monthly Benefit Rate</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| Prior to 7/28/80                      | \$7.50                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| 7/29/1980 through 7/26/1981           | \$8.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| 7/27/1981 through 7/28/1984           | \$8.50                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| 7/29/1984 through 7/31/1987           | \$10.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| 8/1/1987 through 7/31/1989            | \$12.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| 8/1/1989 through 7/31/1990            | \$13.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| 8/1/1990 through 7/31/1991            | \$14.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| 8/1/1991 through 7/31/1992            | \$15.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| After 8/1/1992                        | \$16.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| Normal Form of Benefit Payment        | Life annuity for single participants and 66-2/3% qualified joint and survivor annuity for married participants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| Normal Retirement                     | <p><b>Eligibility:</b> The Normal Retirement Date is the first day of the month following the attainment of age 65.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Normal Retirement Date.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| Early Retirement                      | <p><b>Eligibility:</b> Completion of 10 years of vesting service and attainment of age 55.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Early Retirement Date, reduced ½% for each month early commencement precedes age 62.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| Deferred Retirement                   | <p><b>Eligibility:</b> Any date after Normal Retirement Date.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Normal Retirement Date.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| Disability Retirement                 | <p><b>Eligibility:</b> Total and permanent disability after the completion of 10 years of vesting service.</p> <p><b>Benefit:</b> The greater of an unreduced Accrued Benefit, or an unreduced Accrued Benefit plus \$75.00 minus the amount of any benefit paid under the Federal Social Security Act.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |
| Vested Benefit                        | <p><b>Eligibility:</b> Termination for reasons other than retirement, disability or death with at least 5 years of vesting service.</p> <p><b>Benefit:</b> Benefits are payable upon request as early as age 55, reduced by 5/9% for each of the first 60 months, benefit commencement precedes age 65, and 4/9% for each of the next 60 months.</p>                                                                                                                                                                                                                                                                                                                                                                                                        |                                       |                             |                  |        |                             |        |                             |        |                             |         |                            |         |                            |         |                            |         |                            |         |                |         |

**Retirement Plan for Employees of JohnsonDiversey, Inc.**  
**EIN: 39-1877511    PN: 002**  
**Schedule SB, Part V – Summary of Plan Provisions**

## Plan Provisions (continued)

**Postretirement Survivor Benefit**    **Eligibility:** Married participants who die while eligible for deferred vested benefit or while active and eligible for retirement.

**Benefit:** For deferred vested or active participants not yet eligible for retirement, 66-2/3% of the Accrued Benefit at the date of death, payable for the life of the spouse, reduced for payment as early as when the participant would have been first eligible to receive a benefit under the plan.

For deferred vested or active participants for whom benefits have not yet commenced but who are either (a) over age 55 and eligible for early retirement or (b) over age 65, 66-2/3% of the Accrued Benefit at the date of death, reduced for the survivor form of payment, and for benefit communication prior to the participant's age 65.

### Former Oxford Bargaining Unit Plan

**Participation**    All prior employees in the bargaining unit of the Oxford Chemical Division of Diversey Corp. The facility closed December 31, 1992. There are no new participants after that date.

**Accrued Benefit**    A monthly life annuity of the product of years of Credited Service and benefit rate of \$4.00.

**Normal Form of Benefit Payment**    Life annuity for single participants and an actuarially equivalent 50% qualified joint and survivor annuity for married participants.

**Normal Retirement**    **Eligibility:** The Normal Retirement Date is the first day of the month following the attainment of age 65.

**Benefit:** The Accrued Benefit determined at Normal Retirement Date.

**Early Retirement**    **Eligibility:** Completion of 10 years of vesting service and attainment of age 55.

**Benefit:** The Accrued Benefit determined at Early Retirement Date, actuarially reduced for payment prior to Normal Retirement Date. Actuarial equivalence is determined using the 1971 TPF&C Forecast Mortality Table set back two years for participants and four years for beneficiaries and interest at the rate of 7% per annum.

**Deferred Retirement**    **Eligibility:** Any date after Normal Retirement Date.  
**Benefit:** The Accrued Benefit determined as of Normal Retirement Date.

**Retirement Plan for Employees of JohnsonDiversey, Inc.**

**EIN: 39-1877511    PN: 002**

**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions (continued)**

**Disability Retirement**                      **Eligibility:** Total and permanent disability after the completion of at least 10 years of vesting service.

**Benefit:** The unreduced Accrued Benefit.

**Vested Benefit**                              **Eligibility:** Termination for reasons other than retirement, disability or death with at least 5 years of vesting service.

**Benefit:** Benefits are payable upon request as early as age 55, reduced by 1/2% for each month benefit commencement precedes age 65.

**Preretirement Survivor Benefit**      **Eligibility:** Married participants who die while eligible for deferred vested benefit or while active and eligible for retirement.

**Benefit:** For deferred vested or active participants not yet eligible for retirement, 50% of the Accrued Benefit at the date of death, payable for the life of the spouse, reduced for payment as early as when the participant would have been first eligible to receive a benefit under the plan.

For deferred vested or active participants for whom benefits have not yet commenced but who are either (a) over age 55 and eligible for early retirement or (b) over age 65, 50% of the Accrued Benefit at the date of death, reduced for the survivor form of payment, and for benefit commencement prior to the participant's age 65.

**Former West Plant Hourly Plan**

**Participation**                                All employees in the bargaining unit at West Plant are eligible for participation at date of employment.

**Accrued Benefit**                            A monthly life annuity of the product of years of Credited Service and benefit rate as shown below:

| <u>Retirement or Termination Date</u> | <u>Monthly Benefit Rate</u> |
|---------------------------------------|-----------------------------|
| Prior to 5/1/81                       | \$13.00                     |
| 5/1/1981 through 4/30/1984            | \$14.50                     |
| 5/1/1984 through 4/30/1987            | \$18.00                     |
| 5/1/1987 through 4/30/1988            | \$19.00                     |
| 5/1/1988 through 4/30/1990            | \$20.00                     |
| 5/1/1990 through 4/30/1992            | \$21.00                     |
| After 4/30/1992                       | \$22.00                     |

**Normal Form of Benefit Payment** Life annuity for single participants and 66-2/3% qualified joint and survivor annuity for married participants.

Retirement Plan for Employees of JohnsonDiversey, Inc.

EIN: 39-1877511 PN: 002

Schedule SB, Part V – Summary of Plan Provisions

Plan Provisions (continued)

|                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal Retirement              | <p><b>Eligibility:</b> The Normal Retirement Date is the first day of the month following the attainment of age 65.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Normal Retirement Date.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Early Retirement               | <p><b>Eligibility:</b> Completion of 10 years of vesting service and attainment of age 55.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Early Retirement Date, reduced 1/3% for each month benefit commencement precedes age 62.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Deferred Retirement            | <p><b>Eligibility:</b> Any date after Normal Retirement Date.</p> <p><b>Benefit:</b> The Accrued Benefit determined at Deferred Retirement Date.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Disability Retirement          | <p><b>Eligibility:</b> Total and permanent disability after the completion of at least 10 years of vesting service.</p> <p><b>Benefit:</b> The greater of an unreduced monthly Accrued Benefit, or an unreduced monthly Accrued Benefit plus \$150.00 minus the amount of any benefit paid under the Federal Social Security Act.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Vested Benefit                 | <p><b>Eligibility:</b> Termination for reasons other than retirement, disability or death with at least 5 years of vesting service.</p> <p><b>Benefit:</b> Benefits are payable upon request as early as age 55, reduced by 1/2% for each month benefit commencement precedes age 65.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Preretirement Survivor Benefit | <p><b>Eligibility:</b> Married participants who die while eligible for deferred vested benefit or while active and eligible for retirement.</p> <p><b>Benefit:</b> For deferred vested or active participants not yet eligible for retirement, 66-2/3% of the Accrued Benefit at the date of death, payable for the life of the spouse, reduced for payment as early as when the participant would have been first eligible to receive a benefit under the plan.</p> <p>For deferred vested or active participants for whom benefits have not yet commenced but who are either (a) over age 55 and eligible for early retirement or (b) over age 65, 66-2/3% of the Accrued Benefit at the date of death, reduced for the survivor form of payment, and for benefit commencement prior to the participant's age 65.</p> |

**Retirement Plan for Employees of JohnsonDiversey, Inc.**

**EIN: 39-1877511    PN: 002**

**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions (continued)**

**Former AutoChlor Systems Pension Plan**

**Effective Date**                      December 20, 1955

**Participation Date**                All employees. No new participants after December 31, 1997.

**Definitions**

**Years of Service**                    One year for each calendar year in which an employee completes 1,000 hours of service

**Credited Service**                  One year for each year of service beginning with the date of hire, but not before December 20, 1990

**Career Average Compensation**    Average total career compensation over period of credited service

**Normal Retirement Date (NRD)**    First of month coinciding with or following the attainment of age 65 with five years of participation

**Pension Benefit**                    1.5% of career average compensation, multiplied by years of credited service, plus prior plan accrued benefit. Plan benefits were frozen December 31, 1997.

**Eligibility for Benefits**

**Normal Retirement**                Retire on NRD

**Early Retirement**                  None

**Postponed Retirement**              Retire after NRD

**Deferred Vested**                    Termination for reasons other than death or retirement after completing three years of vesting service

**Preretirement Death Benefits**              Death while eligible for deferred vested, postponed or normal retirement benefits

**Monthly Benefits Paid Upon the Following Events**

**Normal Retirement**                Pension benefit determined as of NRD

**Postponed Retirement**              Pension benefit determined as of actual retirement date

**Termination with Deferred Vested Benefit**      Pension benefit determined as of termination date, multiplied by the vesting percentage, payable at NRD

**Preretirement Survivor Benefit**    Actuarial equivalent of pension benefit determined as of date of death is payable to the surviving spouse or other beneficiary at the time the participant would have reached age 62

**Employee Contributions**            No contributions are allowed after December 19, 1984. Upon death or termination, return of employee contributions with interest to date of death or termination is paid.

**Retirement Plan for Employees of JohnsonDiversey, Inc.**

**EIN: 39-1877511    PN: 002**

**Schedule SB, Part V – Summary of Plan Provisions**

**Plan Provisions (continued)**

|                             |                                                                                                                                                                                                                                            |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prior Plan Accrued Benefit  | Benefit accrued to December 19, 1990 under the prior plan Social Security offset formula                                                                                                                                                   |
| Normal Form of Payment      | Ten-year certain and life annuity                                                                                                                                                                                                          |
| Maximum on Benefits and Pay | All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for adjusting the dollar limits automatically as such changes become effective. |

Changes in Plan Provisions since the Prior Year

None.

**Retirement Plan for Employees of JohnsonDiversey, Inc.**

**EIN: 39-1877511    PN: 002**

**Schedule SB, Line 35 – Carryover Balance Used to Offset Funding Requirement**

The amount shown excluded “excess” amounts of 1/1/2009 funding standard carryover balance elected to be used against 2009 minimum contribution requirements. The excess amount not included equals \$155,000. The plan sponsor has not executed an election to revoke this amount under final regulation 1.430(f)-1(f)(3)(2).



FINANCIAL STATEMENTS

Retirement Plan for Employees of JohnsonDiversey, Inc.  
Years Ended December 31, 2009 and 2008  
With Report of Independent Auditors

Ernst & Young LLP

 **ERNST & YOUNG**

Retirement Plan for Employees of JohnsonDiversey, Inc.

Financial Statements

Years Ended December 31, 2009 and 2008

**Contents**

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## Report of Independent Auditors

Board of Directors  
JohnsonDiversey, Inc.  
Retirement Plan for Employees of JohnsonDiversey, Inc.

We were engaged to audit the accompanying statements of net assets available for benefits of the Retirement Plan for Employees of JohnsonDiversey, Inc. as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

*Ernst & Young LLP*

October 13, 2010

Retirement Plan for Employees of JohnsonDiversey, Inc.

Statements of Net Assets Available for Benefits

|                                                                                        | <b>December 31</b>    |                       |
|----------------------------------------------------------------------------------------|-----------------------|-----------------------|
|                                                                                        | <b>2009</b>           | <b>2008</b>           |
| Interest in JohnsonDiversey, Inc. Master Retirement Trust<br>for defined-benefit plans | <b>\$ 127,577,021</b> | \$ 121,105,946        |
| Net assets available for benefits                                                      | <b>\$ 127,577,021</b> | <b>\$ 121,105,946</b> |

*See accompanying notes.*

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Statements of Changes in Net Assets Available for Benefits

|                                                                                                            | <b>Year Ended December 31</b> |                       |
|------------------------------------------------------------------------------------------------------------|-------------------------------|-----------------------|
|                                                                                                            | <b>2009</b>                   | <b>2008</b>           |
| <b>Additions</b>                                                                                           |                               |                       |
| Company contributions                                                                                      | \$ —                          | \$ 150,000            |
| <b>Deductions</b>                                                                                          |                               |                       |
| Benefits paid to participants                                                                              | 15,174,712                    | 18,886,234            |
| Administrative expenses                                                                                    | 1,797,930                     | 2,058,700             |
| Total deductions                                                                                           | 16,972,642                    | 20,944,934            |
| Net investment gain (loss) from JohnsonDiversey, Inc.<br>Master Retirement Trust for defined-benefit plans | 23,443,717                    | (27,339,228)          |
| Net increase (decrease)                                                                                    | 6,471,075                     | (48,134,162)          |
| Net assets available for benefits at beginning of year                                                     | 121,105,946                   | 169,240,108           |
| Net assets available for benefits at end of year                                                           | <u>\$ 127,577,021</u>         | <u>\$ 121,105,946</u> |

*See accompanying notes.*

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements

December 31, 2009

### **1. Description of the Plan**

The following brief description of the Retirement Plan for Employees of JohnsonDiversey, Inc. (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

#### **General**

The Plan is a noncontributory, defined-benefit pension plan covering substantially all employees of Diversey Inc., formerly known as JohnsonDiversey, Inc. (the Company), who were hired prior to January 1, 2009. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). It is a cash balance plan, which is a type of defined-benefit plan that expresses participants' accrued benefits in terms of hypothetical cash balance accounts. Effective January 1, 1999, the assets, liabilities, and benefit obligations for employees of JohnsonDiversey, Inc. were spun-off from the pension plan of S. C. Johnson & Sons, Inc. (the Predecessor Plan) to create the plan. The assets were allocated in accordance with ERISA Section 404. The Plan has the same provisions as the Predecessor Plan.

Effective January 1, 2004, the Plan was amended to allow for the participation of additional employees, provide phased-in Company contributions for the newly eligible employees, and modify the annual earnings credit.

Effective December 31, 2008, the Plan was amended to freeze participation and benefit accruals.

#### **Plan Merger**

Effective January 1, 2010, the JohnsonDiversey, Inc. I.U.E. Pension Plan merged into the Plan. In connection with the merger, assets of \$7,378,342 were transferred to the Plan on January 1, 2010. The accumulated plan benefit obligations disclosed in Note 5 do not include the effect of the assumption of the associated benefit obligations.

#### **Contributions**

The Company is the Plan sponsor and annually contributes amounts to fund at least the minimum contribution required under ERISA as determined by actuarial computations.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 1. Description of the Plan (continued)

#### Vesting and Payment of Pension Benefits

##### *Initial Balance*

Individuals who were active participants of the Predecessor Plan at any time between January 1, 1998 and June 1, 1998, were credited with an initial cash balance based on a formula incorporating the present value of an early retirement benefit and factors for years of service and age.

##### *Annual Service and Interest Credits*

Prior to December 31, 2008, a participant's cash balance account was credited annually with a percentage of pay, which is equal to 5% of pay up to the social security wage base, plus 10% of pay in excess of that amount. Effective January 1, 2009, no further compensation credits were granted.

Annual interest credits for post-2003 cash balance accounts are based on the yield on 10-year Treasury Constant Maturities. Annual interest credits for pre-2004 cash balance accounts earned the greater of 4% or 75% of the rate of return generated by the JohnsonDiversey, Inc. Master Retirement Trust for Defined Benefit Plans (the Master Trust). In 2009, pre-2004 cash balance accounts were credited with an Internal Revenue Service (IRS) "safe harbor" rate of 4% interest credit and effective January 1, 2010, both pre-2004 and post-2003 cash balance accounts will be credited with interest based on the yield on 10-year Treasury Constant Maturities.

##### *Grandfather Benefit*

Participants who were employed on any date from January 1, 1998 through June 1, 1998, are entitled to benefits equal to the greater of the amount calculated under the cash balance benefit or a formula based on base pay and years of service through December 31, 2008.

##### *Vesting*

Effective January 1, 2008, the Plan was amended from a 5 year to a 3 year vesting schedule. Normal retirement age is 65, but early retirement benefits are available upon reaching an age and number of years of service, as defined in the Plan. Employees may elect to receive their pension benefits in the form of a joint and survivor annuity or, with spousal consent, in the form of a lump-sum payment or other form of annuity payment.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### **1. Description of the Plan (continued)**

Effective January 1, 2008, the Plan was amended to fully vest all employees who were determined by the Company to have incurred an employer-initiated involuntary termination of employment in 2008.

#### **Death Benefits**

If a participant with a vested interest in benefits under the Plan dies prior to the receipt of any benefits under the Plan, their beneficiary shall be entitled to a lump sum cash payment equal to the participant's cash balance account.

#### **Master Trust**

The Plan's assets are held in the Master Trust, which also holds assets of another pension plan sponsored by the Company. The trustee is The Northern Trust Company.

#### **Basis of Accounting**

The accompanying financial statements are prepared on the accrual basis of accounting.

#### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

### **2. Summary of Significant Accounting Policies**

#### **Valuation of Investments and Income Recognition**

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 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The average cost basis is used in determining gain or loss on Master Trust investments sold.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### **2. Summary of Significant Accounting Policies (continued)**

#### **Administrative Expenses**

The costs of administering the Plan are paid by the Plan.

#### **Funding Policy**

Employer contributions are computed under the unit credit method, which recognizes the cost of benefits over the period in which the employee's service has been rendered. The Company's contributions for 2009 and 2008 met or exceeded the minimum funding requirements of ERISA.

#### **Actuarial Present Value of Accumulated Plan Benefits**

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on either the employee's compensation during their last five years of credited service prior to January 1, 2009, or their accumulated cash balance account. The accumulated plan benefits for active employees are based on their average compensation during the five years ending on December 31, 2008, or their cash balance accounts as of the valuation date. Benefits payable under all circumstances, such as retirement, death, disability, and termination of employment, are included to the extent they are deemed attributable to employee service rendered to the valuation date.

#### **Plan Termination**

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 2. Summary of Significant Accounting Policies (continued)

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- (a) Annuity benefits which former employees or their beneficiaries have been receiving for at least three years or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding plan termination.
- (b) Other vested benefits insured by the Pension Benefit Guaranty Corporation (the PBGC). Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.
- (c) All other vested benefits not insured by the PBGC.
- (d) All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during the year, that ceiling is based on the actuarial value of a monthly benefit in the form of a life only annuity commencing at age 65, adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 2. Summary of Significant Accounting Policies (continued)

#### Risks and Uncertainties

The Master Trust 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 the amounts reported in the statements of the net assets available for benefits.

The Plan's contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

#### Subsequent Events

Management evaluated subsequent events for the Plan through October 13, 2010, the date the financial statements were available to be issued.

#### New Accounting Pronouncements

In March 2008, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 161, *Disclosures about Derivative Instruments and Hedging Activities* (codified as FASB Accounting Standards Codification (ASC) 815, *Derivatives and Hedging*). This standard applies to all derivative instruments and related hedged items accounted for under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, and requires entities to provide greater transparency about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133, and (c) how derivative instruments and related hedged items affect an entity's financial position, results of operations, and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years beginning after November 15, 2008, with earlier application encouraged. The Plan adopted the guidance in FASB ASC 815 for the reporting period ended December 31, 2009. Adoption of FASB ASC 815 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 2. Summary of Significant Accounting Policies (continued)

In April 2009, the FASB issued FASB Staff Position (FSP) 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP 157-4 amended FASB Statement No. 157, *Fair Value Measurements and Disclosures* (codified as ASC 820), to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. FSP 157-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in FSP 157-4 for the reporting period ended December 31, 2009. Adoption of FSP 157-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued FASB Statement No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended.

In September 2009, the FASB issued Accounting Standards Update (ASU) 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. ASU 2009-12 amended ASC 820 to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the NAV is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 on a prospective basis for the reporting period ended December 31, 2009, and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 4 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 2. Summary of Significant Accounting Policies (continued)

In January 2010, the FASB issued ASU 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each “class” of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan’s financial statements.

### 3. Investments

The Master Trust allocates income, appreciation or depreciation, and expenses of the funds held in trust in proportion to the Plan’s undivided interest in such funds. The Plan’s interest in the Master Trust was approximately 95% as of December 31, 2009 and 2008.

The Master Trust increases its investment income by lending securities to independent third parties. When the Master Trust lends securities, it is subject to a risk of failure by the borrower to return the loaned securities or a delay in delivery of securities, in which case the Master Trust may incur a loss. To alleviate this risk, such loans are continuously secured by collateral consisting of cash, cash equivalents, or U.S. securities in an amount at least equal to the market value of the securities loaned. The Master Trust invests the cash received, which can result in additional gains or losses. As of December 31, 2009 and 2008, \$22,938,935 and \$22,377,976, respectively, of the Master Trust’s investments (principally equities and fixed income securities) were on loan, which were secured by cash collateral of \$23,609,622 and \$22,792,718, respectively. As of December 31, 2009 and 2008, \$0 and \$5,774, respectively, of noncash collateral was not required to be reported in the financial statements.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 3. Investments (continued)

Other than the fair value of the pooled cash collateral fund, all investment information disclosed in the accompanying financial statements, including investments held at December 31, 2009 and 2008, and net appreciation (depreciation) in fair value of investments, interest, dividends, and investment expenses for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee.

The following presents the net assets of the Master Trust as of December 31:

|                                                                | 2009           | 2008           |
|----------------------------------------------------------------|----------------|----------------|
| <b>Investments</b>                                             |                |                |
| Marketable securities:                                         |                |                |
| U.S. government securities                                     | \$ 21,267,500  | \$ 20,378,868  |
| Corporate debt                                                 | 30,654,881     | 32,595,947     |
| Mutual funds                                                   | 16,677,648     | 15,226,924     |
| Short-term investments                                         | 2,757,610      | 5,946,093      |
| Common/collective trust funds                                  | 16,983,769     | 12,111,036     |
| Common stocks                                                  | 16,949,404     | 16,606,499     |
| Preferred stocks                                               | 183,600        | 150,000        |
| U.S. municipal bonds                                           | 2,119,685      | 1,315,963      |
| Foreign bonds                                                  | 3,166,478      | —              |
| Swaps, futures, and puts and calls                             | 353,107        | 242,303        |
| Real estate investment trusts                                  | 406,664        | 204,671        |
| Total marketable securities                                    | 111,520,346    | 104,778,304    |
| Partnerships and real estate:                                  |                |                |
| Real estate limited partnership                                | 5,907,137      | 3,366,801      |
| Joint venture interests and other limited partnerships         | 650,492        | 816,306        |
| Total partnerships and real estate                             | 6,557,629      | 4,183,107      |
| Securities loaned through securities lending arrangement:      |                |                |
| U.S. government securities                                     | 7,725,242      | 7,270,270      |
| Corporate debt                                                 | 2,612,513      | 5,859,763      |
| Common stocks                                                  | 12,601,180     | 9,247,943      |
| Total securities loaned through securities lending arrangement | 22,938,935     | 22,377,976     |
| Pooled cash collateral commingled fund                         | 23,542,833     | 22,374,694     |
| Total investments                                              | 164,559,743    | 153,714,081    |
| Cash                                                           | 107,784        | 174,439        |
| Receivables:                                                   |                |                |
| Accrued investment income                                      | 829,007        | 747,806        |
| <b>Liabilities</b>                                             |                |                |
| Due to broker, net                                             | 6,931,549      | 4,123,647      |
| Obligation for collateral received for loaned securities       | 23,609,622     | 22,792,718     |
| Total liabilities                                              | 30,541,171     | 26,916,365     |
| Net assets                                                     | \$ 134,955,363 | \$ 127,719,961 |

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 3. Investments (continued)

Net investment income (loss) for the Master Trust is comprised of the following for the years ended December 31:

|                                                              | <u>2009</u>          | <u>2008</u>            |
|--------------------------------------------------------------|----------------------|------------------------|
| Interest and dividends                                       | \$ 5,012,786         | \$ 5,280,750           |
| Securities lending income                                    | 54,887               | 122,137                |
| Net appreciation (depreciation) in fair value of investments | <u>19,744,172</u>    | <u>(34,195,077)</u>    |
| Total                                                        | <u>\$ 24,811,845</u> | <u>\$ (28,792,190)</u> |

Net appreciation (depreciation) in fair value of investments held in the Master Trust consists of the following for the years ended December 31:

|                                                        | <u>2009</u>          | <u>2008</u>            |
|--------------------------------------------------------|----------------------|------------------------|
| U.S. government securities                             | \$ (3,118,422)       | \$ 3,667,208           |
| Corporate debt                                         | 3,527,456            | (5,276,907)            |
| Mutual funds                                           | 5,909,716            | (8,549,293)            |
| Short-term investments                                 | (7,144)              | 26,613                 |
| Common/collective trust funds                          | 4,130,603            | (6,710,361)            |
| Common stocks                                          | 7,814,403            | (16,436,470)           |
| Preferred stocks                                       | 33,600               | (50,000)               |
| Real estate limited partnership                        | 628,024              | (2,254,160)            |
| Joint venture interests and other limited partnerships | (145,436)            | (100,531)              |
| Real estate investment trusts                          | 80,865               | (130,559)              |
| U. S. Municipal bonds                                  | 94,820               | (55,823)               |
| Foreign bonds                                          | (90,720)             | —                      |
| Swaps, futures, and puts and calls                     | 886,407              | 1,675,206              |
| Total                                                  | <u>\$ 19,744,172</u> | <u>\$ (34,195,077)</u> |

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 4. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). ASC 820 includes 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 and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under ASC 820 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 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.
- 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 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 at December 31, 2009 and 2008, for assets measured at fair value.

## Retirement Plan for Employees of JohnsonDiversey, Inc.

### Notes to Financial Statements (continued)

#### **4. Fair Value Measurements (continued)**

Corporate debt, U.S. government securities, municipal bonds, and foreign bonds are valued using a bid evaluation, an estimated price at which a dealer would pay for a security (typically in an institutional round lot). These evaluations are based on quoted prices, if available, or proprietary models that pricing vendors establish for these purposes.

Short-term investment funds invest in cash, repurchase agreements, and certificates of deposit from domestic and foreign issuers. These funds are valued at \$1.00 per share. The Northern Trust Company values the securities, and any change in the value is recorded as a change in shares. These investments are valued at the NAV of shares held by the Plan at year-end.

Common stocks and preferred stocks are valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds are valued at quoted market prices, which represent the NAV of shares held by the Plan at year-end.

Common/collective trusts and commingled funds are valued at the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and divided by the number of units outstanding.

Joint venture interests and real estate limited partnerships are valued at the NAV using information from investment managers. Real estate investment trusts are valued at the closing price reported on the active market on which the investments are traded.

Swaps, futures, and puts and calls are valued using a mid evaluation, or the average of the estimated price at which a dealer would sell a security and the estimated price at which a dealer would pay for a security (typically in an institutional round lot). These evaluations are based on proprietary models which pricing vendors establish for these purposes.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust at fair value, as of December 31, 2009:

|                                                                | Level 1       | Level 2        | Level 3      | Total          |
|----------------------------------------------------------------|---------------|----------------|--------------|----------------|
| <b>Fixed income</b>                                            |               |                |              |                |
| U.S. government securities                                     | \$ —          | \$ 28,992,742  | \$ —         | \$ 28,992,742  |
| Foreign bonds                                                  | —             | 3,166,478      | —            | 3,166,478      |
| U.S. municipal bonds                                           | —             | 2,119,685      | —            | 2,119,685      |
| Corporate debt:                                                |               |                |              |                |
| U.S. corporate bonds                                           | —             | 24,160,298     | —            | 24,160,298     |
| International corporate bonds                                  | —             | 9,107,096      | —            | 9,107,096      |
| Short-term investments                                         | —             | 2,757,610      | —            | 2,757,610      |
| <b>Equities</b>                                                |               |                |              |                |
| Common stock:                                                  |               |                |              |                |
| U.S. stock                                                     | 26,150,591    | —              | —            | 26,150,591     |
| International stock                                            | 3,399,993     | —              | —            | 3,399,993      |
| Preferred stock                                                | 183,600       | —              | —            | 183,600        |
| Common/collective trusts and commingled funds <sup>(a)</sup> : |               |                |              |                |
| Fixed income                                                   | —             | 2,215,867      | —            | 2,215,867      |
| Equity                                                         | —             | 14,767,902     | —            | 14,767,902     |
| Pooled cash collateral commingled fund                         | —             | 23,542,833     | —            | 23,542,833     |
| Mutual funds:                                                  |               |                |              |                |
| International stock                                            | 15,960,321    | —              | —            | 15,960,321     |
| Bond fund                                                      | 717,327       | —              | —            | 717,327        |
| <b>Real estate</b>                                             |               |                |              |                |
| Real estate limited partnership <sup>(b)</sup>                 | —             | —              | 5,907,137    | 5,907,137      |
| Real estate investment trusts                                  | 406,664       | —              | —            | 406,664        |
| <b>Other</b>                                                   |               |                |              |                |
| Joint venture interests and other limited partnerships         | —             | —              | 650,492      | 650,492        |
| Swaps, futures, and puts and calls                             | —             | 353,107        | —            | 353,107        |
| Total investments                                              | \$ 46,818,496 | \$ 111,183,618 | \$ 6,557,629 | \$ 164,559,743 |

(a) This category includes common/commingled funds that focus on growth. The fair value of this investment was estimated using the NAV per share. There are no restrictions on the redemption of this investment at the option of the Plan.

(b) This category contains real estate interests and joint ventures that were estimated at fair value using the NAV per share. The funds investment objective is total return through a combination of high current income and capital appreciation potential by investing in real estate securities. There are restrictions on the redemption of these investments and they generally cannot be liquidated until the partnerships are terminated.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust at fair value, as of December 31, 2008:

|                                                           | Level 1       | Level 2       | Level 3      | Total          |
|-----------------------------------------------------------|---------------|---------------|--------------|----------------|
| U.S. government securities                                | \$ —          | \$ 27,649,138 | \$ —         | \$ 27,649,138  |
| Corporate debt                                            | 10,687,620    | 27,768,090    | —            | 38,455,710     |
| Mutual funds                                              | 15,226,924    | —             | —            | 15,226,924     |
| Short-term investments                                    | —             | 5,946,093     | —            | 5,946,093      |
| Common/collective trust funds                             | —             | 12,111,036    | —            | 12,111,036     |
| Common stocks                                             | 25,854,442    | —             | —            | 25,854,442     |
| Preferred stocks                                          | 150,000       | —             | —            | 150,000        |
| Real estate limited partnership                           | —             | —             | 3,366,801    | 3,366,801      |
| Joint venture interests and<br>other limited partnerships | —             | —             | 816,306      | 816,306        |
| Real estate investment trusts                             | 204,671       | —             | —            | 204,671        |
| Pooled cash collateral<br>commingled fund                 | —             | 22,374,694    | —            | 22,374,694     |
| Municipal bonds                                           | —             | 1,315,963     | —            | 1,315,963      |
| Swaps                                                     | —             | 242,303       | —            | 242,303        |
| Total Master Trust<br>investments, at fair value          | \$ 52,123,657 | \$ 97,407,317 | \$ 4,183,107 | \$ 153,714,081 |

## Retirement Plan for Employees of JohnsonDiversey, Inc.

### Notes to Financial Statements (continued)

#### 4. Fair Value Measurements (continued)

The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the years ended December 31, 2009 and 2008:

|                                                                                    | <b>Joint Venture<br/>Interests</b> | <b>Real Estate<br/>Interests</b> |
|------------------------------------------------------------------------------------|------------------------------------|----------------------------------|
| Balance, January 1, 2008                                                           | \$ 1,185,170                       | \$ 5,620,964                     |
| Realized gains                                                                     | 22,380                             | –                                |
| Unrealized losses relating to instruments still held at the reporting date         | (122,911)                          | (2,254,163)                      |
| Purchases, sales, issuance, and settlements (net)                                  | (268,333)                          | –                                |
| Balance, December 31, 2008                                                         | 816,306                            | 3,366,801                        |
| Realized gains (losses)                                                            | 27,491                             | (71,595)                         |
| Unrealized (losses) gains relating to instruments still held at the reporting date | (162,756)                          | 699,619                          |
| Purchases, sales, issuance, and settlements (net)                                  | (30,549)                           | 1,912,312                        |
| Balance, December 31, 2009                                                         | <u>\$ 650,492</u>                  | <u>\$ 5,907,137</u>              |

#### 5. Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment between the valuation date and the expected date of payment. The actuarial present value of accumulated plan benefits as of December 31, 2008, reflects the Plan's amendments freezing participation in the Plan and accrual of service credits.

The actuarial present value of accumulated plan benefits as of the most recent valuation date is presented below:

|                                                             | <b>December 31,<br/>2008</b> |
|-------------------------------------------------------------|------------------------------|
| Vested benefits:                                            |                              |
| Participants and beneficiaries currently receiving payments | \$ 32,365,574                |
| Other participants                                          | 93,744,912                   |
| Total vested benefits                                       | 126,110,486                  |
| Nonvested benefits                                          | 3,168,009                    |
| Total actuarial present value of accumulated plan benefits  | <u>\$ 129,278,495</u>        |

## Retirement Plan for Employees of JohnsonDiversey, Inc.

### Notes to Financial Statements (continued)

#### 5. Accumulated Plan Benefits (continued)

The following is a reconciliation of the increase in the present value of accumulated plan benefits:

|                                                                                 |                       |
|---------------------------------------------------------------------------------|-----------------------|
| Actuarial present value of accumulated plan benefits as of<br>December 31, 2007 | \$ 128,345,960        |
| Increase due to benefits earned during the year and actuarial<br>gains/losses   | 9,926,710             |
| Interest due to decrease in the discount period                                 | 9,946,965             |
| Decrease due to changes in assumptions                                          | (54,906)              |
| Decrease due to benefit payments                                                | <u>(18,886,234)</u>   |
| Actuarial present value of accumulated plan benefits as of<br>December 31, 2008 | <u>\$ 129,278,495</u> |

Significant actuarial assumptions underlying the actuarial computation as of December 31, 2008, are as follows:

|                             |                                           |
|-----------------------------|-------------------------------------------|
| Interest rate               | 8.00%                                     |
| Mortality                   | RP-2000 Mortality Table projected to 2006 |
| Average retirement age      | 61                                        |
| Cash balance crediting rate | Pre-2004 accruals – 7.00%                 |
|                             | 2007 – Post-2003 accruals – 4.50%         |
|                             | 2008 – Post-2003 accruals – 5.50%         |

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### **6. Postretirement Medical Benefits**

The Plan includes a medical-benefit component, in addition to normal retirement benefits, to fund a portion of the Company's postretirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the Internal Revenue Code (the Code). A separate account has been established and maintained in the Plan's trust for the net assets related to the medical-benefit component (the 401(h) Account). In accordance with the Code Section 401(h), the Plan's investments in the 401(h) Account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. Any assets transferred to the 401(h) Account from the defined-benefit pension plan in a qualified transfer of excess pension plan assets (and any income allocable thereto) that are not used during the plan year must be transferred out of the account to the pension plan. The related obligations for health benefits are not included in this Plan's accumulated plan benefits obligations but are reflected as obligations in the financial statements of the health and welfare benefit plan. Plan participants do not contribute to the 401(h) Account. Employer contributions to the 401(h) Account are determined annually and are at the discretion of the employer. No contributions or transfers were made to the 401(h) Account in 2009 or 2008.

### **7. Income Tax Status**

The Plan has applied for, but not received an IRS determination letter. The Plan currently relies on the IRS determination letter received by a sister company, S. C. Johnson & Sons, Inc. (SCJ), dated June 15, 1999. On January 1, 1999, the Plan was subdivided from the SCJ plan, which received an IRS determination letter. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan is qualified and the related trust is tax-exempt.

### **8. Commitments**

In connection with the Master Trust's holdings in venture capital limited partnerships, the Master Trust has committed to making additional capital investments of approximately \$138,000 and \$233,000 at December 31, 2009 and 2008, respectively, to be paid in installments as requested by the partnerships.

# Retirement Plan for Employees of JohnsonDiversey, Inc.

## Notes to Financial Statements (continued)

### 9. Derivatives

The Master Trust enters into derivative contracts in the normal course of its investing activities to manage foreign exchange rate and interest rate market risk associated with the Master Trust's fixed income investments. Changes in fair value of the derivatives are accounted for as net appreciation (depreciation) in fair value of investments.

The following table presents relevant information about the Master Trust's open contracts as of December 31, 2009:

| Type of Contract                   | Number of<br>Contracts | Notional             | Fair Value        |
|------------------------------------|------------------------|----------------------|-------------------|
| Interest rate option contracts     | 12                     | \$ 8,100,000         | \$ (116,360)      |
| Foreign exchange forward contracts | 5                      | 851,000              | —                 |
| Interest rate future contracts     | 4                      | 17,124,000           | —                 |
| Interest rate swap contracts       | 2                      | 19,700,000           | 469,467           |
| Total                              |                        | <u>\$ 45,775,000</u> | <u>\$ 353,107</u> |

### 10. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

|                                                                | December 31           |                       |
|----------------------------------------------------------------|-----------------------|-----------------------|
|                                                                | 2009                  | 2008                  |
| Net assets available for benefits per the financial statements | \$ 127,577,021        | \$ 121,105,946        |
| Transfer in due to plan merger                                 | 7,378,342             | —                     |
| Net assets available for benefits per the Form 5500            | <u>\$ 134,955,363</u> | <u>\$ 121,105,946</u> |

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