

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

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan THE VALSPAR CORPORATION EMPLOYEES' PENSION PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 01/01/1965
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) THE VALSPAR CORPORATION P.O. BOX 1461 MINNEAPOLIS, MN 55440-1461 901 3RD AVENUE SOUTH MINNEAPOLIS, MN 55402-3367	2b Employer Identification Number (EIN) 36-2443580 2c Sponsor's telephone number 612-332-7371 2d Business code (see instructions) 325500

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	VINCENT OPAT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	VINCENT OPAT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") THE VALSPAR CORPORATION P.O. BOX 1461 MINNEAPOLIS, MN 55440-1461	3b Administrator's EIN 36-2443580 3c Administrator's telephone number 612-332-7371
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1932
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	899
b Retired or separated participants receiving benefits.....	6b	365
c Other retired or separated participants entitled to future benefits.....	6c	540
d Subtotal. Add lines 6a , 6b , and 6c	6d	1804
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	37
f Total. Add lines 6d and 6e	6f	1841
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	37

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

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

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

a Pension Schedules

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

b General Schedules

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

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

Round off amounts to nearest dollar.

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

A Name of plan THE VALSPAR CORPORATION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF THE VALSPAR CORPORATION	D Employer Identification Number (EIN) 36-2443580
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information																								
1	Enter the valuation date: Month 01 Day 01 Year 2009																								
2	Assets: <table><tr><td>a Market value</td><td>2a</td><td>35812913</td></tr><tr><td>b Actuarial value</td><td>2b</td><td>39394204</td></tr></table>	a Market value	2a	35812913	b Actuarial value	2b	39394204																		
a Market value	2a	35812913																							
b Actuarial value	2b	39394204																							
3	Funding target/participant count breakdown <table><tr><td></td><td>(1) Number of participants</td><td>(2) Funding Target</td></tr><tr><td>a For retired participants and beneficiaries receiving payment</td><td>3a 402</td><td>18161627</td></tr><tr><td>b For terminated vested participants</td><td>3b 755</td><td>8015701</td></tr><tr><td>c For active participants:</td><td></td><td></td></tr><tr><td>(1) Non-vested benefits</td><td>3c(1)</td><td>2341106</td></tr><tr><td>(2) Vested benefits</td><td>3c(2)</td><td>13280718</td></tr><tr><td>(3) Total active</td><td>3c(3) 775</td><td>15621824</td></tr><tr><td>d Total</td><td>3d 1932</td><td>41799152</td></tr></table>		(1) Number of participants	(2) Funding Target	a For retired participants and beneficiaries receiving payment	3a 402	18161627	b For terminated vested participants	3b 755	8015701	c For active participants:			(1) Non-vested benefits	3c(1)	2341106	(2) Vested benefits	3c(2)	13280718	(3) Total active	3c(3) 775	15621824	d Total	3d 1932	41799152
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d Total	3d 1932	41799152																							
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐ <table><tr><td>a Funding target disregarding prescribed at-risk assumptions</td><td>4a</td><td></td></tr><tr><td>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</td><td>4b</td><td></td></tr></table>	a Funding target disregarding prescribed at-risk assumptions	4a		b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b																			
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5	Effective interest rate 5 8.11 %																								
6	Target normal cost 6 1234367																								

Statement by Enrolled Actuary

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

SIGN HERE	10/07/2010 Signature of actuary STEVEN M. SCHATT Type or print name of actuary TOWERS WATSON DELAWARE INC. Firm name 8400 NORMANDALE LAKE BLVD SUITE 1700 MINNEAPOLIS, MN 55437-3837 Address of the firm	Date 08-06183 Most recent enrollment number 952-842-7000 Telephone number (including area code)
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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)	9135493	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	391036	0
9	Amount remaining (Item 7 minus item 8).....	8744457	0
10	Interest on item 9 using prior year's actual return of <u>-29.56</u> %	-2584512	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		3715593
b	Interest on (a) using prior year's effective rate of <u>6.15</u> %		228510
c	Total available at beginning of current plan year to add to prefunding balance		3944103
d	Portion of (c) to be added to prefunding balance.....		1884000
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).....	6159945	1884000

Part III Funding percentages			
14	Funding target attainment percentage.....	14	75.00 %
15	Adjusted funding target attainment percentage.....	15	94.25 %
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	92.02 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	313025				
09/15/2010	7100000				
Totals ►			18(b)	7413025	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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	6521869
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
0	0	0
		(4) 4th 0

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	1234367
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	1234367
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	749748	0
36 Additional cash requirement (item 34 minus item 35).....	36	484619
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	6521869
38 Interest-adjusted excess contributions for current year (see instructions).....	38	6037250
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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

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

A Name of plan THE VALSPAR CORPORATION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE VALSPAR CORPORATION	D Employer Identification Number (EIN) 36-2443580

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

TOWERS WATSON DELAWARE INC

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	122701	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLS FARGO BANK MINNESOTA

41-1592157

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 27 28 50 51	NONE	130925	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
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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
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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)

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

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

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan THE VALSPAR CORPORATION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE VALSPAR CORPORATION	D Employer Identification Number (EIN) 36-2443580	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	5500000	7100000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	24	5
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	17279	20107
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	30522404	40024496
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	36039707	47144608

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	36039707	47144608
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7413025	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7413025

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

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

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

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

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		6274184
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		13687209

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2328682	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2328682
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	112489	
(4) Other	2i(4)	141137	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		253626
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2582308

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11104901
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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: MCGLADREY & PULLEN, LLP

(2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

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

A Name of plan <u>THE VALSPAR CORPORATION EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE VALSPAR CORPORATION</u>	D Employer Identification Number (EIN) <u>36-2443580</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>52</u>

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

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

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

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 48% Investment-Grade Debt: 47% High-Yield Debt: 0% Real Estate: 0% Other: 5%

- 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):

The Valspar Corporation Employees' Pension Plan

Financial Report
December 31, 2009



McGladrey & Pullen, LLP
Certified Public Accountants

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Independent Auditor's Report

Plan Administrative Committee of
The Valspar Corporation
The Valspar Corporation Employees' Pension Plan

We were engaged to audit the accompanying statements of net assets available for benefits of The Valspar Corporation Employees' Pension Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of assets (held at end of year) as of December 31, 2009, and reportable transactions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 4, which was certified or provided by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 4, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the years ended December 31, 2009 and 2008.

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

McGladrey & Pullen, LLP

Minneapolis, Minnesota
October 11, 2010

The Valspar Corporation Employees' Pension Plan

**Statements of Net Assets Available for Benefits
December 31, 2009 and 2008**

	2009	2008
Investments, at fair value (Notes 4 and 5):		
Plan interest in The Valspar Corporation Master Trust	\$ 40,024,496	\$ 30,522,404
Money market account	20,107	17,279
Total investments	40,044,603	30,539,683
Contribution receivable	7,100,000	5,500,000
Accrued income receivable	5	24
Net assets available for benefits	\$ 47,144,608	\$ 36,039,707

See Notes to Financial Statements.

The Valspar Corporation Employees' Pension Plan

**Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2009 and 2008**

	2009	2008
Investment results (Note 4):		
Plan interest in The Valspar Corporation Master Trust investment income (loss)	\$ 6,274,184	\$ (13,105,876)
Employer contributions	7,413,025	5,500,000
Benefit payments	(2,328,682)	(2,098,283)
Administrative expenses	(253,626)	(269,664)
Net increase (decrease)	11,104,901	(9,973,823)
Net assets available for benefits:		
Beginning of year	36,039,707	46,013,530
End of year	\$ 47,144,608	\$ 36,039,707

See Notes to Financial Statements.

The Valspar Corporation Employees' Pension Plan

Notes to Financial Statements

Note 1. Description of the Plan

The following brief description of The Valspar Corporation Employees' Pension Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Valspar Corporation (the Plan Sponsor) established the Plan to provide retirement and other benefits for employees and their beneficiaries. The Plan is a defined-benefit plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan Sponsor has appointed Wells Fargo Bank, N.A. to be the trustee and invest and manage the assets of the Plan. The Plan Sponsor has agreed to voluntarily contribute such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to plan participants. Under terms of the Plan, participants are eligible for monthly benefit payments upon reaching regular retirement age. The basic form of retirement benefits available under the Plan is a monthly life annuity or, for a married participant, a qualified joint and survivor annuity. The amount of the monthly benefit is the product of a flat dollar amount, based on which location the participant worked, multiplied by years of accrual service. The definition of accrual service varies by location. The conditions for early retirement, including the decrease in the monthly retirement benefit for retiring early, also vary by location. A participant vests fully in retirement benefits after performing five years of vesting service or upon reaching retirement age while working for the Plan Sponsor. Participants will receive a lump-sum distribution in the event that the actuarial present value of the participant's entire vested benefit is \$5,000 or less.

The contributions by the Plan Sponsor are made in amounts sufficient to fund the Plan's service cost on a current basis and to fund any unfunded actuarial liability, changes in actuarial assumptions and plan provisions, and actuarial gains and losses plus interest thereon over 10 years. The Plan has met the ERISA minimum funding requirements in 2009 and 2008.

Information regarding the vesting and benefit provisions of the Plan and the Pension Benefit Guaranty Corporation's benefit guarantee is contained in the Summary Plan Description. Copies of this booklet are available from the Human Resources department of the Plan Sponsor.

Termination of the Plan: The Plan Sponsor has the right to terminate the Plan at any time by action of its Board of Directors. In the event the Plan is terminated, each participant's interest in benefits accrued under the Plan shall become nonforfeitable. That portion of the assets which is attributable to the participants directly affected shall be allocated in the following order of priority: (1) equally to (a) participants receiving benefits at the beginning of the three-year period ending on the date of termination and (b) participants who would have been eligible for benefits at the beginning of the three-year period ending on the date of termination had the participants' employment terminated before that period; (2) other participants whose benefits are guaranteed subject to certain limitations prescribed by ERISA; (3) participants with vested termination benefits; and (4) all other participants with accrued retirement benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

If, however, the Plan is terminated for any reason other than the bankruptcy or near bankruptcy of the Plan Sponsor and the Plan has insufficient assets, the Plan Sponsor will be required to pay to the Plan an amount which, together with plan assets, will satisfy all benefits accumulated to the date of the Plan's termination.

The Valspar Corporation Employees' Pension Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The accompanying financial statements have been 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 of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for pension benefits and actuarial present value of accumulated plan benefits and changes therein, and disclosure of contingent assets and liabilities. Significant estimates include the actuarial present value of accumulated plan benefits. Actual results could differ from those estimates.

Investment valuation and income recognition: Investments in the Valspar Corporation Master Trust (the Master Trust) and money market account are stated at current fair value as determined by the trustee, which holds the various investments. Fair value is the amount 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 5 for a discussion of fair value measurements.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Realized gains and losses related to the sales of investments are recorded on a trade-date basis, and unrealized gains and losses are recorded based on investment fair values as of the end of the period being reported on. Investment results and expenses of the Master Trust are allocated to the Plan based on its pro rata share in the net assets of the Master Trust.

Benefit payments: Benefit payments to participants are recorded when paid.

Administrative expenses: Substantially all administrative expenses are paid by the Plan.

Tax status: The Plan has received a determination letter from the Internal Revenue Service dated March 2, 2004, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan, as amended, is currently being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

An accounting standard was recently issued that clarifies the accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.

Risks and uncertainties: Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions will occur in the near term that could be material to the financial status of the Plan.

The Valspar Corporation Employees' Pension Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Investments in the Plan include investment securities, which 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 their values have occurred since December 31, 2009, or will occur in the near term and that such changes could materially affect the amounts reported in the 2009 statement of net assets available for benefits.

Subsequent events: The Plan Administrator has evaluated subsequent events through October 11, 2010, the date the financial statements were available to be issued.

Note 3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees prior to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits payable under all circumstances — retirement, death, disability and termination of employment — are included to the extent they are deemed attributable to employee services rendered prior to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent consulting actuary. It 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 (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected future payment dates.

The actuarial valuation was performed as of January 1, 2009. There were no significant differences between December 31, 2008, and January 1, 2009, which would cause the actuarial valuation not to be representative of the Plan's obligations as of December 31, 2008.

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

Investment earnings rate	8.50%
Mortality basis	2009 Optional Combined Unisex Table
Disability basis	None
Normal retirement age	65

Actuarial assumptions used to prepare the January 1, 2009, actuarial valuation are consistent with those used to prepare the January 1, 2008, actuarial valuation.

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.

The Valspar Corporation Employees' Pension Plan

Notes to Financial Statements

Note 3. Actuarial Present Value of Accumulated Plan Benefits (Continued)

The actuarial present values of accumulated plan benefits as of December 31, 2008, is summarized as follows:

Vested benefits:	
Participants currently receiving payments	\$ 17,984,110
Other participants	19,917,048
Nonvested benefits	2,142,045
	<u>\$ 40,043,203</u>

Below is a summary of significant changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2008:

Actuarial present value of accumulated plan benefits, December 31, 2007	<u>\$ 37,749,941</u>
Increase during the year attributable to:	
Net benefits accumulated	807,569
Decrease in the discount period	3,188,211
Change in plan provisions	68,526
Actuarial loss	327,239
Benefit payments	<u>(2,098,283)</u>
Net increase	<u>2,293,262</u>
Actuarial present value of accumulated plan benefits, December 31, 2008	<u>\$ 40,043,203</u>

The present value of accrued and vested benefits is calculated on an ongoing plan basis and does not represent the amount required in the event of plan termination.

Note 4. Investments

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Wells Fargo Bank, N.A., except for comparing such information certified by the trustee with information included in the Plan's financial statements and supplemental schedules.

Wells Fargo Bank, N.A. serves as the trustee of the Master Trust, and all assets of the Plan, with the exception of the interest-bearing cash account, are held in this Master Trust. The Master Trust also holds assets of the Lilly Employees' Pension Plan, a related plan.

The value of the Plan's interest in The Valspar Corporation Master Trust is based on the beginning-of-year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income (loss) less actual distributions and allocated administrative expenses. At December 31, 2009 and 2008, the Plan's interest in the net assets of the Master Trust was approximately 30 percent and 29 percent respectively. Investment income (loss) and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested by each plan.

The Valspar Corporation Employees' Pension Plan

Notes to Financial Statements

Note 4. Investments (Continued)

The fair values of the investments of the Master Trust (as certified by Wells Fargo Bank, N.A.) are as follows:

	December 31	
	2009	2008
Investments, at fair value:		
Mutual funds	\$ 65,233,661	\$ 37,300,324
Money market account	48,198,621	4,243,157
Common stock	13,080,840	12,802,278
United States government obligations	3,230,758	17,085,399
Corporate bonds	2,687,334	29,560,932
Municipal bonds	-	2,412,744
Limited liability partnership	495,010	495,010
Preferred stock	94,633	50,722
	<u>\$ 133,020,857</u>	<u>\$ 103,950,566</u>

The net investment income (loss) of the Master Trust (as certified by Wells Fargo Bank, N.A.) is as follows:

	Years Ended December 31	
	2009	2008
Investment results:		
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	\$ 13,719,506	\$ (32,530,158)
Common stock	3,392,448	(12,740,188)
United States government obligations	(3,105,836)	2,647,148
Corporate bonds	3,564,959	(7,416,746)
Municipal bonds	(55,199)	(274,295)
Preferred stock	50,061	(175,870)
	<u>17,565,939</u>	<u>(50,490,109)</u>
Interest *	3,329,374	3,921,836
Dividends *	538,256	1,137,184
	<u>\$ 21,433,569</u>	<u>\$ (45,431,089)</u>

*The money market account earned only interest and dividends during 2009 and 2008. The limited liability partnership had no reported earnings during 2009 and 2008.

The Valspar Corporation Employees' Pension Plan

Notes to Financial Statements

Note 5. Fair Value Measurements

Accounting guidance was recently issued that establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described 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 specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used by the Valspar Corporation Master Trust for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds: Mutual funds are valued at the quoted prices of identical shares held by the Plan at year-end.

Money market account: The money market account is valued at cost plus accrued income, which approximates fair value.

Common stock: Common stock is valued at the closing prices reported on the active markets on which the individual securities are traded.

United States government obligations: United States government obligations are valued at quoted prices for identical obligations held by the Plan at year-end.

Corporate bonds: Corporate bonds are valued at the closing prices reported on the active markets on which the individual bonds are traded.

Municipal bonds: Municipal bonds are valued at the closing prices of identical investments as reported on the active market on which those securities are traded.

The Valspar Corporation Employees' Pension Plan

Notes to Financial Statements

Note 5. Fair Value Measurements (Continued)

Limited liability partnership: The limited liability partnership is valued at historical cost, which approximates fair value.

Preferred stock: Preferred stock is stated at the value as determined by the issuer and is subject to restrictions.

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

The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 65,233,661	\$ -	\$ -	\$ 65,233,661
Money market account	-	48,198,621	-	48,198,621
Common stock	13,080,840	-	-	13,080,840
United States government obligations	3,230,758	-	-	3,230,758
Corporate bonds	2,687,334	-	-	2,687,334
Limited liability partnership	-	-	495,010	495,010
Preferred stock	-	-	94,633	94,633
Total assets at fair value	\$ 84,232,593	\$ 48,198,621	\$ 589,643	\$ 133,020,857

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 37,300,324	\$ -	\$ -	\$ 37,300,324
Money market account	-	4,243,157	-	4,243,157
Common stock	12,802,278	-	-	12,802,278
United States government obligations	17,085,399	-	-	17,085,399
Corporate bonds	29,560,932	-	-	29,560,932
Municipal bonds	2,412,744	-	-	2,412,744
Limited liability partnership	-	-	495,010	495,010
Preferred stock	-	-	50,722	50,722
Total assets at fair value	\$ 99,161,677	\$ 4,243,157	\$ 545,732	\$ 103,950,566

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

	2009		2008	
	Limited Liability Partnership	Preferred Stock	Limited Liability Partnership	Preferred Stock
Balance, beginning of year	\$ 495,010	\$ 50,722	\$ 495,010	\$ 185,792
Issuances (settlements), net	-	43,911	-	(135,070)
Balance, end of year	\$ 495,010	\$ 94,633	\$ 495,010	\$ 50,722

The Valspar Corporation Employees' Pension Plan

**Schedule H, Line 4i — Schedule of Assets (Held at End of Year)
December 31, 2009**

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest and Collateral	Cost	Fair Value
Wells Fargo Bank, N.A.	The Valspar Corporation Master Trust Unitized Fund*	\$ 37,342,495	\$ 40,024,496
Wells Fargo Bank, N.A.	Short-Term Investment Fund	20,107	20,107
		<u>\$ 37,362,602</u>	<u>\$ 40,044,603</u>

The above information has been certified by Wells Fargo Bank, N.A., the trustee of the Plan and related Master Trust, as complete and accurate. Wells Fargo Bank, N.A. is a party in interest.

*Represents the Plan's interest in the fair value of the Master Trust. At December 31, 2009, the Plan's interest in the net assets of the Master Trust was approximately 30 percent.

The Valspar Corporation Employees' Pension Plan

**Schedule H, Line 4j — Schedule of Reportable Transactions
Year Ended December 31, 2009**

Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Series in same security:						
Wells Fargo Bank, N.A.	Investment Fund G	\$ 6,111,759	\$ 6,108,931	\$ 12,220,690	\$ 12,220,690	\$ -

The above information has been prepared with information certified by Wells Fargo Bank, N.A., the trustee of the Plan and related Master Trust, as complete and accurate. Wells Fargo Bank, N.A. is a party in interest.

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

► Round off amounts to nearest dollar.

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

A Name of plan The Valspar Corporation Employees' Pension Plan	B Three-digit plan number (PN) 001 C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF The Valspar Corporation
D Employer Identification Number (EIN) 36-2443580	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a	35,812,913	
b Actuarial value.....	2b	39,394,204	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	402	18,161,627
b For terminated vested participants	3b	755	8,015,701
c For active participants:			
(1) Non-vested benefits.....	3c(1)		2,341,106
(2) Vested benefits.....	3c(2)		13,280,718
(3) Total active	3c(3)	775	15,621,824
d Total.....	3d	1,932	41,799,152
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate.....	5	8.11 %	
6 Target normal cost.....	6	1,234,367	

Statement by Enrolled Actuary

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

SIGN HERE	Steven M. Schatt Signature of actuary Steven M. Schatt Type or print name of actuary Towers Watson Delaware Inc. Firm name 8400 Normandale Lake Blvd Suite 1700 Minneapolis MN 55437-3837 Address of the firm	10/7/2010 Date 08-06183 Most recent enrollment number (952) 842-7000 Telephone number (including area code)
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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

7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)

Part III Funding percentages

Part IV Contributions and liquidity shortfalls

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

20 Quarterly contributions and liquidity shortfalls:

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

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

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
%2nd segment:
%3rd segment:
%☒ N/A, full yield curve used**b** Applicable month (enter code)**21b**

3

22 Weighted average retirement age**22**

64

23 Mortality table(s) (see instructions)☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment. **27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years**28****29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)**29****30** Remaining amount of unpaid minimum required contributions (item 28 minus item 29)**30**

0

Part VIII Minimum required contribution for current year**31** Target normal cost, adjusted, if applicable (see instructions)**31**

1,234,367

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

0

0

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

1,234,367

35 Balances used to offset funding requirement

Carryover balance

Prefunding balance

Total balance

749,748

0

749,748

36 Additional cash requirement (item 34 minus item 35)**36**

484,619

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)**37**

6,521,869

38 Interest-adjusted excess contributions for current year (see instructions)**38**

6,037,250

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)**39**

0

40 Unpaid minimum required contribution for all years**40**

0

SCHEDULE SB ATTACHMENTS

Statement by Enrolled Actuary

Plan Sponsor	Valspar Corporation
EIN/PN	36-2443580/001
Plan Name	The Valspar Corporation Employees' Pension Plan
Valuation Date	January 1, 2009
Enrolled Actuary	Steven M. Schatt
Enrollment Number	08-06183

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2009

Plan
Sponsor: The Valspar Corporation

EIN: 36-2443580
Plan Number: 001

Plan Name: The Valspar Corporation Employees' Pension Plan

Retirement Rate Group	Count	Weighted Average Retirement Age	Weight	Overall Weighted Average Retirement Age
A	624	64.20	0.8052	51.69
B	26	63.10	0.0335	2.12
C	59	62.59	0.0761	4.76
D	66	60.85	0.0852	5.18

Average Age at Retirement 63.75

Rounded for Schedule B line 22 64

Plan Name: The Valspar Corporation Employees' Pension Plan
EIN / PN: 36-2443580 / 001
Plan Sponsor: Valspar Corporation
Valuation Date: January 1, 2009

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2009

A Rates					
X	q_x^r	l_x	$x \cdot 50 p_{50} = l_x / l_{50}$	$q_x^r * l_x / l_{50}$	$x * q_x^r * l_x / l_{50}$
50	0.00	1,000,000	1.000000	0.000000	0.000000
51	0.00	1,000,000	1.000000	0.000000	0.000000
52	0.00	1,000,000	1.000000	0.000000	0.000000
53	0.00	1,000,000	1.000000	0.000000	0.000000
54	0.00	1,000,000	1.000000	0.000000	0.000000
55	0.00	1,000,000	1.000000	0.000000	0.000000
56	0.00	1,000,000	1.000000	0.000000	0.000000
57	0.00	1,000,000	1.000000	0.000000	0.000000
58	0.00	1,000,000	1.000000	0.000000	0.000000
59	0.00	1,000,000	1.000000	0.000000	0.000000
60	0.00	1,000,000	1.000000	0.000000	0.000000
61	0.00	1,000,000	1.000000	0.000000	0.000000
62	0.10	1,000,000	1.000000	0.100000	6.200000
63	0.17	900,000	0.900000	0.150300	9.468900
64	0.27	749,700	0.749700	0.200170	12.810874
65	1.00	549,530	0.549530	0.549530	35.719457
66	0.00	0	0.000000	0.000000	0.000000
67	0.00	0	0.000000	0.000000	0.000000
68	0.00	0	0.000000	0.000000	0.000000
69	0.00	0	0.000000	0.000000	0.000000
70	0.00	0	0.000000	0.000000	0.000000

Average age at retirement

64.199230

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

Plan Name: The Valspar Corporation Employees' Pension Plan
 EIN / PN: 36-2443580 / 001
 Plan Sponsor: Valspar Corporation
 Valuation Date: January 1, 2009

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2009

B Rates					
x	q_x^r	l_x	${}_{x-50}P_{50} = l_x / l_{50}$	$q_x^r * l_x / l_{50}$	$x * q_x^r * l_x / l_{50}$
50	0.00	1,000,000	1.000000	0.000000	0.000000
51	0.00	1,000,000	1.000000	0.000000	0.000000
52	0.00	1,000,000	1.000000	0.000000	0.000000
53	0.00	1,000,000	1.000000	0.000000	0.000000
54	0.00	1,000,000	1.000000	0.000000	0.000000
55	0.00	1,000,000	1.000000	0.000000	0.000000
56	0.00	1,000,000	1.000000	0.000000	0.000000
57	0.00	1,000,000	1.000000	0.000000	0.000000
58	0.00	1,000,000	1.000000	0.000000	0.000000
59	0.00	1,000,000	1.000000	0.000000	0.000000
60	0.00	1,000,000	1.000000	0.000000	0.000000
61	0.10	1,000,000	1.000000	0.100000	6.100000
62	0.33	900,000	0.900000	0.299700	18.581400
63	0.42	600,300	0.600300	0.250325	15.770481
64	0.29	349,975	0.349975	0.100093	6.405941
65	1.00	249,882	0.249882	0.249882	16.242335
66	0.00	0	0.000000	0.000000	0.000000
67	0.00	0	0.000000	0.000000	0.000000
68	0.00	0	0.000000	0.000000	0.000000
69	0.00	0	0.000000	0.000000	0.000000
70	0.00	0	0.000000	0.000000	0.000000

Average age at retirement

63.100157

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

Plan Name: The Valspar Corporation Employees' Pension Plan
 EIN / PN: 36-2443580 / 001
 Plan Sponsor: Valspar Corporation
 Valuation Date: January 1, 2009

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2009

C Rates					
x	q_x^r	l_x	${}_{x-50}P_{50} = l_x / l_{50}$	$q_x^r * l_x / l_{50}$	$x * q_x^r * l_x / l_{50}$
50	0.00	1,000,000	1.000000	0.000000	0.000000
51	0.00	1,000,000	1.000000	0.000000	0.000000
52	0.00	1,000,000	1.000000	0.000000	0.000000
53	0.00	1,000,000	1.000000	0.000000	0.000000
54	0.00	1,000,000	1.000000	0.000000	0.000000
55	0.00	1,000,000	1.000000	0.000000	0.000000
56	0.00	1,000,000	1.000000	0.000000	0.000000
57	0.00	1,000,000	1.000000	0.000000	0.000000
58	0.00	1,000,000	1.000000	0.000000	0.000000
59	0.00	1,000,000	1.000000	0.000000	0.000000
60	0.05	1,000,000	1.000000	0.050000	3.000000
61	0.16	950,000	0.950000	0.150100	9.156100
62	0.50	799,900	0.799900	0.399950	24.796900
63	0.38	399,950	0.399950	0.149981	9.448819
64	0.25	249,969	0.249969	0.062492	3.999500
65	1.00	187,477	0.187477	0.187477	12.185977
66	0.00	0	0.000000	0.000000	0.000000
67	0.00	0	0.000000	0.000000	0.000000
68	0.00	0	0.000000	0.000000	0.000000
69	0.00	0	0.000000	0.000000	0.000000
70	0.00	0	0.000000	0.000000	0.000000

Average age at retirement

62.587295

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

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 Plan Sponsor: Valspar Corporation
 Valuation Date: January 1, 2009

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Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2009

D Rates

X	q_x^r	l_x	${}_{x-50}P_{50} = l_x / l_{50}$	$q_x^r * l_x / l_{50}$	$x * q_x^r * l_x / l_{50}$
50	0.00	1,000,000	1.000000	0.000000	0.000000
51	0.00	1,000,000	1.000000	0.000000	0.000000
52	0.00	1,000,000	1.000000	0.000000	0.000000
53	0.00	1,000,000	1.000000	0.000000	0.000000
54	0.00	1,000,000	1.000000	0.000000	0.000000
55	0.05	1,000,000	1.000000	0.050000	2.750000
56	0.05	950,000	0.950000	0.047500	2.660000
57	0.05	902,500	0.902500	0.045125	2.572125
58	0.05	857,375	0.857375	0.042869	2.486388
59	0.05	814,506	0.814506	0.040725	2.402793
60	0.10	773,781	0.773781	0.077378	4.642686
61	0.22	696,403	0.696403	0.154601	9.430687
62	0.71	541,801	0.541801	0.386846	23.984465
63	0.25	154,955	0.154955	0.038739	2.440544
64	0.67	116,216	0.116216	0.077516	4.961046
65	1.00	38,700	0.038700	0.038700	2.515504
66	0.00	0	0.000000	0.000000	0.000000
67	0.00	0	0.000000	0.000000	0.000000
68	0.00	0	0.000000	0.000000	0.000000
69	0.00	0	0.000000	0.000000	0.000000
70	0.00	0	0.000000	0.000000	0.000000

Average age at retirement

60.846238

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

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Schedule SB, Part V Appendix A: Statement of Actuarial Assumptions as of January 1, 2009

Plan Sponsor

The Valspar Corporation

EIN/PN

36-2443580/001

Discount Rates

Current plan year PPA effective interest rate: 8.11%

Prior plan year PPA effective interest rate: 6.15%

Full Yield Curve

Applicable month: October

Transition election: N/A

FAS 35: 8.50%

Administrative expenses

The amount included this year for plan-related expenses is \$300,000.

Mortality

For all participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

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Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Percentage retiring during the year				
Age (in Years)	A Rates	B Rates	C Rates	D Rates
55-59	0.0%	0.0%	0.0%	5.0%
60	0.0%	0.0%	5.0%	10.0%
61	0.0%	10.0%	15.8%	22.2%
62	10.0%	33.3%	50.0%	71.4%
63	16.7%	41.7%	37.5%	25.0%
64	26.7%	28.6%	25.0%	66.7%
65	100.0%	100.0%	100.0%	100.0%

A Rates: Ashland, Bowling Green, Hagerstown, High Point 1717, Lebanon, Los Angeles, Louisville CC, Marengo, Newburyport, Orangeburg, Picayune, Plasti-Kote, Sacramento, Statesville, Wheeling
B Rates: High Point Bargaining
C Rates: Kankakee
D Rates: Rochester

Disability rates

None.

Representative termination rates

Attained Age	Percentage leaving during the year	
	Males	Females
20	27.00%	37.60%
25	7.18%	15.05%
30	3.31%	5.60%
35	2.17%	3.15%
40	1.57%	2.14%
45	1.11%	1.48%
50	0.67%	0.88%
55	0.29%	0.42%
60 and over	0.00%	0.00%

Form of payment

Participants are assumed to elect the normal form.

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Marriage

Eighty percent (80%) of eligible participants are assumed to be married and male spouses are assumed to be three years older than female spouses.

Employees

It was assumed there will be no new or rehired employees.

Asset method

Under this method, the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date. The adjusted market value as of a relevant valuation date is equal to the market value of assets as of the prior valuation date increased by actual plan contributions and assumed return on plan assets and decreased by actual plan disbursements after that date until the current valuation date. The algebraically equivalent development of this method (pursuant to IRS Notice 2009-22) is shown in Section 2.4. Because expected investment returns under this method are limited under WRERA, over time it is more likely to produce an actuarial value that is expected to be less than the market value of assets.

Participant data

Employee data was supplied by the employer as of the census date.

Tax policy

The actuarial valuation performed for the plan year ending December 31, 2009, is used to determine the maximum deductible contribution for the tax year ending October 30, 2009.

Benefits not included in valuation

None.

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Nature of actuarial calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Changes in assumptions and methods since last actuarial valuation

The interest rates and mortality tables have been updated for 2009 as required. In addition, the following assumptions were changed:

- The interest rate assumption was changed from the January 3-segment rates to the October full yield curve.
- The assumption for plan-related expenses was changed to \$300,000.

The asset method for determining the actuarial value of assets was changed from market value to the average value of assets under §430(g)(3)(B) reflecting the amendments provided in the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA) and the guidance in IRS Notice 2009-22.

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SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25
Changes in Method
For year beginning January 1, 2009

The methods were updated to reflect changes required by the Pension Protection Act of 2006 and the associated plan sponsor elections.

A change in funding method under §430 resulted from a change in valuation software. This change is automatically approved per Announcement 2010-3 as the conditions outlined in said announcement are satisfied.

The asset method for determining the actuarial value of assets was changed from market value to the average value of assets under §430(g)(3)(B) reflecting the amendments provided in the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA) and the guidance in IRS Notice 2009-22.

Plan Name:	The Valspar Corporation Employees' Pension Plan
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Plan Sponsor:	Valspar Corporation
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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Appendix B: Summary of Plan Provisions as of January 1, 2009

Plan sponsor

The Valspar Corporation

Plan

The Valspar Corporation Employees' Pension Plan

Effective date and most recent amendment

The restated plan is known as "The Valspar Corporation Employees' Pension Plan," and the consolidation of the plans was effective December 31, 1994.

Plan Year

January through December 31 of each year.

Coverage and Participation

Each employee who was a participant in the plan prior to restatement of the plan shall continue to be a participant until the employee terminates.

Credited Service

Varies by location.

Vesting Service

The participant's number of years in which they work at least 1,000 hours. Vesting service earned for a prior employer may be different as described in the plan document.

Plan Name:	The Valspar Corporation Employees' Pension Plan
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Valuation Date:	January 1, 2009

SCHEDULE SB ATTACHMENTS

Changes in Plan Provisions since Last Actuarial Valuation

Hagerstown	\$27 to \$29
High Point	\$36 to \$37
High Point 1717	\$37 to \$38
Kankakee	\$35 to \$36
Lebanon	\$28 to \$30
Orangeburg	\$29 to \$30
Plasti-Kote	\$22 to \$23
Sacramento	\$33 to \$35
Statesville	\$33 to #34

Plan Name: The Valspar Corporation Employees' Pension Plan
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Location Bargaining/Non-Bargaining Business	Minneapolis Bargaining Industrial	Employees' Plan East Moline Bargaining Industrial	Fort Wayne Bargaining Industrial	Baltimore Non-Barg Maintenance	Houston Non-Barg Consumer	Azusa Bargaining Packaging	Beaumont Bargaining Maint & Man
Benefit Level	\$22.50	\$15.00	\$18.00	\$13.50	\$13.50	\$21.00	\$25.00
Effective Date	12/01/1993					02/01/1993	10/01/1993
	\$23.00		\$19.00	\$23.50	\$23.50	\$24.00	\$26.00
	12/01/1994		08/16/1994	01/01/1997		02/01/1994	10/01/1994
			\$20.00	\$28.00		\$27.00	\$27.00
			08/16/1995	01/01/1999		02/01/1996	10/01/1995
			\$21.00			\$28.00	\$29.00
			08/16/1996			02/01/1997	10/01/1996
			\$22.00			\$31.00	\$30.00
			08/16/1997			02/01/1998	10/01/1997
			\$23.00			\$33.00	\$31.00
			08/16/1998			02/01/1999	10/01/1998
			\$25.00			\$35.00	
			01/01/2000			07/05/1999	
			\$28.00			\$35.00	
			08/16/2001			07/05/1999	
			\$32.00				

Credited Service (Max)	Unlimited	40	Unlimited	Unlimited	Unlimited	Unlimited	35
Normal Retirement Age	62	65	62	65	65	65	60
Early Retirement Age (age/years)	55/10	60/10	60/10	60/10	60/10	55/10	55/10

Early Reduction	3% from 55 to 62 unreduced at 62	Actuarial reduction	Actuarial reduction	Actuarial reduction	Unreduced	2% from 55 to 60 Unreduced from 60 to 65
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Vested Term Reduction	same	same	same	same	same	same
Disability (Age/Years)	10 years	10 years	10 years	10 years	5 years	5 years

Distribution Options	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 Jt & 50 popup Jt & 100 popup 10 yr C & C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C
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Note: All benefit levels without effective dates are assumed to be effective for participants who terminate on or after 1/1/2005.

Plan Name: The Valspar Corporation Employees' Pension Plan
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Location Bargaining/Non-Bargaining Business	High Point Bargaining Industrial	Kankakee Bargaining Industrial ¹	Louisville Bargaining Industrial	Rochester Bargaining Packaging ²	Tampa Non-Barg Consumer	Wheeling Non-Barg Consumer
Benefit Level	\$19.00	\$19.50	\$14.50	\$26.00	\$9.00	\$10.50
Effective Date	10/22/1993	05/09/1993		see below		
	\$20.00	\$25.00		\$30.00	\$18.00	\$15.00
	10/22/1996	05/09/1994		02/28/1999	06/01/1996	01/01/1995
	\$21.00	\$26.00		see below	\$21.00	\$22.00
	10/22/1997	05/09/1995			01/01/1999	01/01/1999
	\$22.00	\$27.00		\$31.00	\$23.00	\$30.00
	10/22/1998	05/09/1996		2/28/2003	01/01/2000	01/01/2000
	\$25.00	\$28.00		\$32.00	\$24.00	\$32.00
	01/01/2000	05/09/1997		2/28/2004		01/01/2001
	\$26.00	\$30.00		\$33.00		\$34.00
	8/16/2000	05/05/2001		2/28/2006		01/01/2007
	\$27.00	\$33.00				
	10/18/2001	05/08/2004				
	\$29.00	\$34.00				
	01/01/2003	05/08/2007				
	\$31.00	\$35.00				
	10/31/2003	05/08/2008				
	\$34.00	\$36.00				
	10/18/2005	05/08/2009				
	\$35.00					
	10/18/2006					
	\$36.00					
	10/18/2007					
	\$37.00					
	10/18/2009					
	\$38.00					
	10/18/2010					
Credited Service (Max)	40	50	40	Unlimited	Unlimited	Unlimited
Normal Retirement Age	65	65	65	65	65	65
Early Retirement Age (age/years)	50/15	Earlier of 62/10 or 55/20	55/15	55/15	55/10	55/10
Early Reduction	1% from 50 to 60 unreduced at 60	Unreduced	2% from 55 to 65	Unreduced	4% from 55 to 60 6% from 60 to 65	4% from 55 to 60 6% from 60 to 65
Vested Term Reduction	same	same	same	same	same	same
Disability (Age/Years)	5 years	10 years	10 years	10 years	N/A	N/A
Distribution Options	Life only Jt & 50 Jt & 75	Life only Jt & 25 Jt & 50 Jt & 75 Jt & 100	Life only Jt & 50 Jt & 75	Life only Jt & 25 Jt & 50 Jt & 75 Jt & 100	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C

¹ The following benefit level applies to employees under the Kankakee contract who have met the rule of 80 (age+svc >= 80): \$50.00 effective 5-9-1994; \$38.00 effective 5-9-1999; \$50.00 effective 5-9-2000; \$52.75 effective 5/7/2005; \$54.00 effective 05/08/2006; \$55.00 effective 05/08/2007; \$56.00 effective 05/08/2008; \$57.00 effective 05/08/2009. Anyone hired after 05/07/2007 will not be eligible for the rule of 80.

² The following benefit level applies to employees under the Rochester contract who have attained at least age 60, age+svc >= 80, and employees retiring under the disability provision: \$37.00 effective 2-28-1996; \$50.00 effective 2-28-1997; \$56.00 effective 2-28-2000; \$57.00 effective 2-28-2003; \$58.00 effective 2-28-2004; \$60.00 effective 5/7/2005; \$62.00 effective 02/28/2006; \$63.00 effective 02/28/2007; \$65.00 effective 02/28/2008.

Plan Name: The Valspar Corporation Employees' Pension Plan

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Plan Sponsor: Valspar Corporation

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Location Bargaining/Non-Bargaining Business	Los Angeles Non-Barg Consumer	Plasti-Kote Bargaining Consumer	Louisville CC Bargaining Consumer	Statesville Non-Barg Consumer	Marengo Non-Barg Consumer	Picayune Non-Barg Consumer
Benefit Level	\$35.00	\$12.00	\$25.00	\$20.00	\$25.00	\$14.00
Effective Date	08/01/1998		01/01/1995	01/01/1995	01/01/1996	01/01/1997
	\$37.00	\$13.00	\$32.00	\$25.00	\$31.00	\$17.00
	01/01/2007	01/01/2000	01/01/1999	01/01/1999	01/01/1999	01/01/1999
		\$14.00	\$33.00	\$30.00	\$34.00	\$20.00
	11/23/2000		01/01/2000	01/01/2000	01/01/2007	01/01/2000
	\$15.00	\$15.00	\$34.00	\$31.00	\$35.00	\$22.00
	01/01/2002		01/01/2001	01/01/2001	01/01/2008	01/01/2001
	\$16.00		\$35.00	\$33.00		\$25.00
	11/01/2002		10/18/2001	01/01/2007		01/01/2007
	\$17.00		\$36.00	\$34.00		\$26.00
	11/24/2003		10/01/2002	01/01/2009		01/01/2008
	\$17.00		\$37.00			
	11/24/2003		10/13/2003			
	\$18.00		\$38.00			
	11/29/2004		10/18/2005			
	\$18.50		\$40.00			
	11/29/2005		10/18/2006			
	\$19.00		\$41.00			
	11/29/2006		10/18/2007			
	\$21.00					
	11/22/2007					
	\$22.00					
	11/22/2008					
	\$23.00					
	11/22/2009					
Credited Service (Max)	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
Normal Retirement Age	65	65	65	65	65	65
Early Retirement Age (age/Years)	55/10	55/10	55/10	55/10	55/10	55/10
Early Reduction	6% from 60 to 65 4% from 55 to 60	2% from 62 to 65 4% from 55 to 62	2% from 55 to 65	6% from 60 to 65 4% from 55 to 60	6% from 60 to 65 4% from 55 to 60	6% from 60 to 65 4% from 55 to 60
Vested Term Reduction	same	same	same	same	same	same
Disability (Age/Years)	N/A	N/A	N/A	N/A	N/A	N/A
Distribution Options	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C

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Location Bargaining/Non-Bargaining Business	Ashtand Non-Barg Consumer	Greensboro Non-Barg Consumer	Sacramento Non-Barg Consumer	High Point 1717	Bowling Green Bargaining	Orangeburg	Newburyport Bargaining
Benefit Level	\$20.00	\$22.00	\$25.00	\$31.00	\$20.00	\$26.00	\$36.00
Effective Date	01/01/2000	01/01/2000	01/01/2000	01/01/2002	05/01/2001	08/02/2004	11/01/2006
	\$25.00		\$29.00	\$33.00	\$24.00	\$29.00	\$37.00
	01/01/2000		01/01/2001	01/01/2004	05/24/2004	01/01/2007	11/01/2007
	\$31.00		\$32.00	\$36.00	\$27.00	\$30.00	\$38.00
	01/01/2001		01/01/2007	01/01/2007	05/24/2006 to 05/23/2007	01/01/2009	11/01/2008
	\$36.00		\$33.00	\$37.00	\$28.00		
			01/01/2008	01/01/2008	05/24/2007		
			\$35.00	\$38.00	\$29.00		
			01/01/2009	01/01/2009	05/24/2008		
Credited Service (Max)	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
Normal Retirement Age	65	65	65	65	65	65	65
Early Retirement Age (age/years)	55/10	55/10	55/10	55/10	55/10	55/10	55/10
Early Reduction	6% from 60 to 65 4% from 55 to 60	6% from 60 to 65 4% from 55 to 60	6% from 60 to 65 4% from 55 to 60	6% from 60 to 65 4% from 55 to 60	6% from 60 to 65 4% from 55 to 60	6% from 60 to 65 4% from 55 to 60	Actuarial reduction
Vested Term Reduction	same	same	same	same	same	same	same
Disability (Age/Years)	N/A	N/A	N/A	N/A	N/A	N/A	15 years
Distribution Options	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 75 Jt & 100 10 yr C&C	Life only Jt & 50 Jt & 66 2/3 Jt & 75 Jt & 100

Plan Name: The Valspar Corporation Employees' Pension Plan
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 Valuation Date: January 1, 2009

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2009

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	9		21		1		0		0		0		0		0		0		0	
25 - 29	10		35		16		2		0		0		0		0		0		0	
30 - 34	5		27		44		10		1		0		0		0		0		0	
35 - 39	6		32		48		18		10		1		0		0		0		0	
40 - 44	3		29		38		34		14		1		1		0		0		0	
45 - 49	2		21		47		22		24		15		8		0		0		0	
50 - 54	0		12		22		15		10		20		4		9		0		0	
55 - 59	0		14		19		10		5		14		3		6		14		1	
60 - 64	0		1		7		4		6		5		3		1		7		2	
65 - 69	0		0		0		2		0		1		0		0		1		1	
70 & Over	0		0		0		0		0		0		0		1		0		0	

Plan Name: The Valspar Corporation Employees' Pension Plan
 EIN / PN: 36-2443580 / 001
 Plan Sponsor: Valspar Corporation
 Valuation Date: January 1, 2009

The Valspar Corporation Employees' Pension Plan

**Schedule H, Line 4i — Schedule of Assets (Held at End of Year)
December 31, 2009**

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest and Collateral	Cost	Fair Value
Wells Fargo Bank, N.A.	The Valspar Corporation Master Trust Unitized Fund*	\$ 37,342,495	\$ 40,024,496
Wells Fargo Bank, N.A.	Short-Term Investment Fund	20,107	20,107
		<u>\$ 37,362,602</u>	<u>\$ 40,044,603</u>

The above information has been certified by Wells Fargo Bank, N.A., the trustee of the Plan and related Master Trust, as complete and accurate. Wells Fargo Bank, N.A. is a party in interest.

*Represents the Plan's interest in the fair value of the Master Trust. At December 31, 2009, the Plan's interest in the net assets of the Master Trust was approximately 30 percent.

The Valspar Corporation Employees' Pension Plan

Schedule H, Line 4j — Schedule of Reportable Transactions
Year Ended December 31, 2009

Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Series in same security:						
Wells Fargo Bank, N.A.	Investment Fund G	\$ 6,111,759	\$ 6,108,931	\$ 12,220,690	\$ 12,220,690	\$ -

The above information has been prepared with information certified by Wells Fargo Bank, N.A., the trustee of the Plan and related Master Trust, as complete and accurate. Wells Fargo Bank, N.A. is a party in interest.