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

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 01/01/1952

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
CIBA CORPORATION

BASF CORPORATION

100 CAMPUS DRIVE
FLORHAM PARK, NJ 07932

2b Employer Identification Number (EIN)
13-3904291

2c Sponsor's telephone number
973-245-6000

2d Business code (see instructions)
325100

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	GEORGE H. MUSKAL, EMPLOYEE BENEFITS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	GEORGE H. MUSKAL, EMPLOYEE BENEFITS
	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")

CIBA CORPORATION
BASF CORPORATION
100 CAMPUS DRIVE
FLORHAM PARK, NJ 07932

3b Administrator's EIN
13-3904291

3c Administrator's telephone number
973-245-6000

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	830
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**	235
b	Retired or separated participants receiving benefits	**6b**	409
c	Other retired or separated participants entitled to future benefits	**6c**	98
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	742
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	93
f	Total. Add lines **6d** and **6e**	**6f**	835
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1B 1G

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)		**C** (Service Provider Information)
(5)	X	**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

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
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
CIBA CORPORATION

D Employer Identification Number (EIN)
13-3904291

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

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

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2009			
2	Assets:			
a	Market value	**2a**		51989214
b	Actuarial value	**2b**		57188135
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	531	36714391
b	For terminated vested participants	**3b**	88	1217133
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		173820
	(2) Vested benefits	**3c(2)**		23129235
	(3) Total active	**3c(3)**	260	23303055
d	Total	**3d**	879	61234579
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**		8.29 %
6	Target normal cost	**6**		908421

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	Date
ROBERT C. EAKER	08-03973
Type or print name of actuary	Most recent enrollment number
HEWITT ASSOCIATES LLC	203-852-1100
Firm name	Telephone number (including area code)
45 GLOVER AVENUE NORWALK, CT 06850-0000	
Address of the firm	

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	13918017	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	881542	0
9	Amount remaining (Item 7 minus item 8)	13036475	0
10	Interest on item 9 using prior year's actual return of -28.10 %	-3663249	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 6.04 %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	1172754	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	8200472	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	101.83 %
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
			Totals ► 18(b)	0	18(c) 0

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

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) — **21b**: 2

22 Weighted average retirement age — **22**: 61

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] 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	[X] No
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	[X] Yes	[ ] No
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	[X] 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**	0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30	Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31	Target normal cost, adjusted, if applicable (see instructions)	**31**	908421

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	8572841	1521240
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**: 0

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33) — **34**: 2429661

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	2429661	0	2429661

36	Additional cash requirement (item 34 minus item 35)	**36**	0
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	0
38	Interest-adjusted excess contributions for current year (see instructions)	**38**	0
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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
13-3904291

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: BASF CORPORATION MASTER TRUST

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

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)
16-1090809-101	M	57168133

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
13-3904291

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)	52069927	57168133
(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)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	52069927	57168133
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	80713	94924
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	80713	94924
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	51989214	57073209

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(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)		0
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)		10311987
	(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		10311987
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5227992	
	(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)		5227992
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)		
	(4) Other	2i(4)		
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5227992
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		5083995
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: J.H. COHN LLP (2) EIN: 22-1478099

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
13-3904291

Part I Distributions

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

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

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

EIN(s): 22-3093254

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** 0

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year **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**

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):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

J.H. COHN LLP
Accountants and Consultants since 1919

www.jhcohn.com ▪ 888-542-6461 ▪ fax 888-542-3291

Report of Independent Public Accountants

BASF Corporation as Plan Sponsor
and Plan Administrator and Participants in the
Pension Plan for Non-Salaried Employees of Ciba Corporation at McIntosh, Alabama:
PACE, Local 3-562

We were engaged to audit the accompanying statement of net assets available for benefits of Pension Plan for Non-Salaried Employees of Ciba Corporation at McIntosh, Alabama: PACE, Local 3-562 (the Plan) as of December 31, 2009, and the related statements of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. The financial statements of the Plan as for and for the year ended December 31, 2008 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated August 13, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole, and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Mellon Bank N.A. and Northern Trust Company, the Trustees of the Plan, except for comparing such information with the related information included in the 2009 financial statements. We have been informed by the Plan Administrator that Mellon Bank N.A. held the Plan's investment assets and executed investment transactions for the period from August 10, 2009 to December 31, 2009, and that Northern Trust Company held the Plan's investment assets and executed investment transactions for the period from January 1, 2009 to August 9, 2009. The Plan Administrator has obtained certifications from the Trustees as of and for year ended December 31, 2009, that the information provided to the Plan Administrator by the Trustees is complete and accurate.

Because of the significance of the information in the Plan's 2009 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements taken as a whole. The form and content of the information included in the 2009 financial statements, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

J.H. Cohn LLP

Roseland, New Jersey
October 15, 2010

Schedule SB Attachment (Form 5500)—2009 Plan Year
Pension Plan for Non-Salaried Employees at McIntosh, Alabama
EIN: 13-3904291 PN: 005

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
50	2.00%	1.0000	1.00
51	2.00%	0.9800	1.00
52	2.00%	0.9604	1.00
53	2.00%	0.9412	1.00
54	2.00%	0.9224	1.00
55	2.00%	0.9039	0.99
56	2.00%	0.8858	0.99
57	2.00%	0.8681	0.99
58	2.00%	0.8508	0.99
59	2.00%	0.8337	0.98
60	5.00%	0.8171	2.45
61	25.00%	0.7762	11.84
62	25.00%	0.5822	9.02
63	25.00%	0.4366	6.88
64	15.00%	0.3275	3.14
65	100.00%	0.2783	18.09
		Weighted Average	61.36

Schedule SB Attachment (Form 5500)—2009 Plan Year
Pension Plan for Non-Salaried Employees at McIntosh, Alabama
EIN: 13-3904291 PN: 005

Schedule SB, line 25—Change in Funding Method

The funding valuation reflects the following method changes:

- A change in the asset valuation method from a Market Value method to the 2-point smoothed value method as of January 1, 2009.
- A change in the interest rate assumption to the full yield curve with a two month lookback (October 2008 yield curve).
- An addition to the Target Normal Cost of assumed expenses payable from the trust, as required by the Worker, Retiree, and Employer Recovery Act of 2008.

These changes have automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Pension Plan for Non-Salaried Employees at McIntosh, Alabama
EIN: 13-3904291 PN: 005

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

Number of Participants

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39				3	1					
40-44				6	17					
45-49				2	9		9	1		
50-54					8		10	47	1	
55-59				1	5		8	33	7	9
60-64					1			4	5	62
65-69									1	9
70+										1

N-260

Schedule SB Attachment (Form 5500)—2009 Plan Year
Pension Plan for Non-Salaried Employees at McIntosh, Alabama
EIN: 13-3904291 PN: 005

Schedule SB, Part V—Summary of Plan Provisions

Effective Date

August 1, 1965. Restated effective January 1, 1997. Last amended in 2006 pursuant to union negotiation.

Eligibility for Participation

Employees at McIntosh, Alabama, who are members of the collective bargaining unit represented by PACE, Local 3-562 and have completed at least 1,000 hours of service in an Eligibility Period.

Normal Retirement

Eligibility

The later of age 65 or five years after commencement of participation in the plan.

Benefit Amount

If the last day of service is on or before January 28, 2002, the monthly benefit is calculated by multiplying years of Credited Service as of the retirement date by the applicable Monthly Benefit Rate given in the following table:

Retirement Date	Monthly Benefit Rate
01/29/1988–01/28/1989	$22
01/29/1989–01/28/1991	$24
01/29/1991–01/28/1993	$27
01/29/1993–01/28/1995	$29
01/29/1995–01/28/1996	$30
01/29/1996–01/28/1997	$31
01/29/1997–01/28/1998	$32
01/29/1998–01/28/2002	$36

Retirements after January 28, 2002 but before January 28, 2006: monthly benefit equals the sum of: years of Credited Service through January 28, 2002 times $38, plus years of Credited Service from January 29, 2002 forward multiplied by $42.

Retirements after January 28, 2006: monthly benefits equals the sum of: years of Credited Service through January 28, 2002 times $41, plus years of Credited Service after January 28, 2002 through the date of termination times $42.

Early Retirement

Eligibility

Age 50 and 15 years of Continuous Service.

Benefit Amount

Normal Retirement benefit, reduced by 3% for each year that payment begins prior to age 65.

Schedule SB, Part V—Summary of Plan Provisions

Deferred Retirement	
Eligibility	After Normal Retirement Age.
Benefit Amount	Pension benefits continue to accrue based on service and earnings after Normal Retirement date.
Termination Benefits	
Eligibility	Five years of Continuous Service.
Benefit Amount	Accrued Benefit payable at Normal Retirement date. Participants with 15 years of Continuous Service may elect to start benefits after attaining age 50, and receive an actuarially reduced benefit.
Preretirement Death Benefits	
Eligibility	Beneficiaries of vested participants who die prior to commencement of benefit payments.
Benefit Amount	■ If the death occurs after early retirement eligibility, the beneficiary receives an amount equal to the benefit that the participant would have received had he retired on the day immediately preceding his death and elected the 100% Contingent Annuitant Option. However, a participant can elect, upon eligibility for early retirement that the death benefit be payable as a five-year certain annuity. ■ If the death occurs before early retirement eligibility, the beneficiary receives 50% of the amount that the participant would have received as a 50% Contingent Annuitant Option, had he terminated on the day immediately preceding his death and elected to commence benefits on his earliest retirement date. Spouses can defer until participant's age 65. Non-spouses must commence immediately. There is no charge for this coverage.
Disability	
Eligibility	Participants who become totally and permanently disabled according to the Employee Benefits Committee.
Benefit Amount	Normal Retirement benefit, determined as of the date of disability, actuarially reduced for early commencement.

Schedule SB, Part V—Summary of Plan Provisions

Normal Form of Benefit

Married Participants	50% Joint and Survivor Annuity.
Unmarried Participants	Single Life Annuity.
Optional Forms of Benefit	50% or 100% Contingent Annuitant, 50% Joint Annuitant, 75% Joint Annuitant, Level Income to age 62 or 65 (available upon early retirement only).

Actuarial Equivalence

Optional Forms

1971 TPF&C Forecast Mortality Table, weighted 5/6 male, 1/6 female. Interest rate of:

- 6.00% for:
  - Calculation of optional forms other than 5-Year Certain; and
  - Adjusting for late retirements after age 70-1/2
- 4.00% for:
  - Actuarial reduction for early commencement of vested benefit; and
  - Offsets for prior distributions.

The 5-Year Certain option for preretirement death benefits uses the following factors:

Age at Commencement	Factor	Age at Commencement	Factor
65	1.95	57	1.71
64	1.92	56	1.68
63	1.89	55	1.65
62	1.86	54	1.62
61	1.83	53	1.59
60	1.80	52	1.56
59	1.77	51	1.53
58	1.74	50	1.50

Lump Sum Distributions

Based on interest rate and mortality assumptions prescribed by IRC Section 417(e).

Schedule SB, Part V—Summary of Plan Provisions

Service	
Continuous Service	One year of Continuous Service is credited for each Plan Year with 1,000 or more hours of service.
Vesting Service	See Continuous Service.
Credited Service	For years prior to 1989, Credited Service credited under the plan in effect as of that date. After 1988, one year for each year of Continuous Service, plus 1/12 of a year credited for any month or fraction of a month while an active participant for plan years during which commencement, termination of active participation in the plan, or break-in-service occur.
Eligibility Period	The first Eligibility Period is the 12-month period starting on the date the employee first completes an hour of service. If the employee does not complete 1,000 hours of service in this period, his subsequent Eligibility Periods coincide with the Plan Year.
Plan Year	January 1 to December 31.

Changes in Plan Provisions Since the Prior Year

The January 1, 2009 valuation reflects the following plan changes:

- An increase in the maximum benefit limit from $185,000 in 2008 to $195,000 in 2009.
- A change in the basis for determining minimum lump sum payments under IRC Section 417(e)(3) as follows:
  - The mortality basis changed from the applicable table for 2008 to the applicable table for 2009.
  - The interest basis changed from an 80% weighting of 30-year Treasury rates and a 20% weighting of spot segment rates to a 60% weighting of 30-year Treasury rates and 40% weighing of spot segment rates.

Schedule SB, Part V—Summary of Plan Provisions
Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

- The target liability was calculated using the full yield curve based on corporate bonds rates for October. As such, "2" was entered on line 21b as the applicable lookback month.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Pension Plan for Non-Salaried Employees at McIntosh, Alabama
EIN: 13-3904291 PN: 005

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	$8,572,841	January 1, 2009	7	$1,521,240

Schedule SB Attachment (Form 5500)—2009 Plan Year
Pension Plan for Non-Salaried Employees at McIntosh, Alabama
EIN: 13-3904291 PN: 005

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

Interest Rates	Based on the full yield curve with a two month lookback (October 2008 yield curve), with sample rates as follows:
Yield Curve	Duration 0.5–5.45% Duration 5.5–8.25% Duration 10.5–8.87% Duration 15.5–8.65% Duration 20.5–8.11% Duration 25.5–7.71% Duration 30.5–7.46%
Optional Payment Form Election Percentage	Active and terminated vested liability is multiplied by a factor of 96.5% to reflect elections of options with values less than the normal form.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 62.
Mortality Rates	
Healthy and Disabled	2009 Static Mortality Table for Annuitants and Non-Annuitants Per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 2.
Disability Rates	None.
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of $195,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior year, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.
Trust Expenses Included in Target Normal Cost	Equal to prior year's unaudited noninvestment trust expenses ($313,008 for the 2009 valuation).
Expected Return on Assets	
2008 Plan Year	6.43%.

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

Actuarial Method	Standard Unit Credit Cost Method.
Valuation Date	January 1, 2009.

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

Table 1
Retirement Rates

Age	Rate
50	2.00%
51	2.00%
52	2.00%
53	2.00%
54	2.00%
55	2.00%
56	2.00%
57	2.00%
58	2.00%
59	2.00%
60	5.00%
61	25.00%
62	25.00%
63	25.00%
64	15.00%
65+	100.00%

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

Table 2
Termination Rates

Age	Male	Female	Age	Male	Female
15	7.60%	18.10%	45	1.80%	1.90%
16	7.39%	17.47%	46	1.70%	1.73%
17	7.18%	16.84%	47	1.60%	1.56%
18	6.97%	16.21%	48	1.50%	1.39%
19	6.76%	15.58%	49	1.40%	1.22%
20	6.55%	14.95%	50	1.30%	1.05%
21	6.34%	14.32%	51	1.20%	0.88%
22	6.13%	13.69%	52	1.10%	0.71%
23	5.92%	13.06%	53	1.00%	0.54%
24	5.71%	12.43%	54	0.90%	0.37%
25	5.50%	11.80%	55	0.80%	0.20%
26	5.29%	11.17%	56	0.70%	0.00%
27	5.08%	10.54%	57	0.60%	0.00%
28	4.87%	9.91%	58	0.50%	0.00%
29	4.66%	9.28%	59	0.40%	0.00%
30	4.45%	8.65%	60	0.30%	0.00%
31	4.24%	8.02%	61	0.20%	0.00%
32	4.03%	7.39%	62	0.10%	0.00%
33	3.82%	6.76%	63+	0.00%	0.00%
34	3.61%	6.13%			
35	3.40%	5.50%			
36	3.24%	5.14%			
37	3.08%	4.78%			
38	2.92%	4.42%			
39	2.76%	4.06%			
40	2.60%	3.70%			
41	2.44%	3.34%			
42	2.28%	2.98%			
43	2.12%	2.62%			
44	1.96%	2.26%			

PENSION PLAN FOR NON-SALARIED EMPLOYEES OF CIBA CORPORATION AT MCINTOSH, ALABAMA: PACE, LOCAL 3-562

Financial Statements

December 31, 2009 and 2008

Pension Plan for Non-Salaried Employees of
Ciba Corporation at McIntosh, Alabama: PACE, Local 3-562

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Note: All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

PENSION PLAN FOR NON-SALARIED EMPLOYEES OF CIBA CORPORATION AT MCINTOSH, ALABAMA: PACE, LOCAL 3-562

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

(In thousands)

	2009	2008
Assets:		
Investment in the BASF Corporation Master Trust, at fair value	$ 57,168	$
Investment in the Ciba Corporation Master Pension Plan Trust, at fair value		52,070
Liabilities:		
Accrued administrative expenses	95	81
Net assets available for benefits	$ 57,073	$ 51,989

See accompanying notes to financial statements.

PENSION PLAN FOR NON-SALARIED EMPLOYEES OF CIBA CORPORATION AT MCINTOSH, ALABAMA: PACE, LOCAL 3-562

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2009 and 2008

(In thousands)

	2009	2008
Additions:		
Net investment income from the BASF Corporation Master Trust	$ 4,219	$ -
Net investment income from the Ciba Coporation Master Pension Plan Trust	6,536	-
Total additions	10,755	-
Deductions:		
Net investment loss from the Ciba Corporation Master Pension Plan Trust	-	18,505
Benefits paid to participants	5,228	4,144
Investment and administrative expenses	443	554
Total deductions	5,671	23,203
Net change	5,084	(23,203)
Net assets available for benefits:		
Beginning of year	51,989	75,192
End of year	$ 57,073	$ 51,989

See accompanying notes to financial statements.

PENSION PLAN FOR NON-SALARIED
EMPLOYEES OF
CIBA CORPORATION AT
MCINTOSH, ALABAMA: PACE, LOCAL 3-562

Notes to Financial Statements
December 31, 2009
(In thousands)

1) Description of the Plan

The following brief description of the Pension Plan for Non-Salaried Employees of Ciba Corporation at McIntosh, Alabama: PACE, Local 3-562 (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

a) General

On April 9, 2009, BASF Corporation ("BASF") obtained control of Ciba Corporation ("Ciba") with the acquisition of the tendered shares as of the public tender offer. By the end of June 2009, the remaining shares not tendered were acquired, meaning that BASF now holds 100% of the shares in Ciba.

The Plan is a non-contributory defined benefit plan sponsored by BASF Performance Products LLC, formerly, Ciba Corporation (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan participated along with two other pension plans in the Ciba Corporation Master Pension Plan Trust (the "Ciba Master Trust") until August 2009, when the assets were transferred to the BASF Corporation Master Trust (the "Master Trust").

b) Plan Eligibility and Vesting

Newly hired non-salaried employees at the McIntosh, Alabama location of the Company become eligible to participate in the Plan on the first day of the month coinciding with the completion of a year of service, provided that the employee completes 1,000 hours of service. Employees become vested upon completion of five years of credited service. Employees terminated before rendering five years of service forfeit the right to receive their accumulated plan benefits.

c) Pension Benefits

The Plan was amended during 2006 pursuant to union negotiations.

If an employee reaches normal retirement age after January 28, 2006, the employee's monthly pension will be the sum of the following amounts: (a) the years of credited service through January 28, 2002 multiplied by $41; plus (b) the years of credited service after January 28, 2002 through the date of termination multiplied by $42.

Normal retirement age is defined in the Plan as the later of the participant's 65th birthday or the fifth anniversary of Plan participation. The automatic form of payment is a life annuity for unmarried employees and an equivalent 50% joint and survivor annuity for married employees.

1) Description of the Plan *(continued)*

d) Early Retirement

Under the Plan, the formula permits early retirement any month after attaining age 50 with fifteen years of continuous service with the Company. The employee's monthly pension will be reduced by 3% for each year that he or she is less than age 65 when payments begin.

e) Funding Policy

The Plan's actuary uses the Unit Credit method in determining contribution requirements. The Company's policy is designed to contribute such amounts as are necessary to provide sufficient assets to meet the benefits to be paid to Plan members in accordance with at least the minimum funding requirements of ERISA. The earnings on investments of the Master Trust serve to reduce future contributions that would otherwise be required to provide for the defined level of benefits under the Plan. The Company has met the minimum funding requirements of ERISA for 2009 and 2008.

2) Summary of Significant Accounting Policies

a) Basis of Accounting

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

b) Valuation of Investments

The Plan's investment in the Master Trust and Ciba Master Trust have been presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust and Ciba Master Trust. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date. See "Note 6 Fair Value Measurements" for discussion of fair value measurement.

c) Security Transactions

Purchases and sales of securities are recorded on a trade date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

d) Investment Income

Dividend income is recorded on the ex-dividend date; interest is recorded as earned on the accrual basis.

e) Use of Estimates

In conformity with GAAP, the Plan's financial statements include the use of estimates and assumptions, which have been developed by Plan management based on available facts and information. Actual results could differ from those estimates.

2) Summary of Significant Accounting Policies (continued)

f) Payment of Benefits

Benefit payments to participants are recorded upon distribution.

g) Administrative Costs

Through August 9, 2009, audit and accounting fees are specifically identified by Plan and all other administrative expenses of the Plan were paid for by the assets of the Ciba Master Trust and allocated to the Plan based on the Plan's pro-rata participation in the Ciba Master Trust's net assets.

After August 9, 2009, all administrative expenses of the Master Trust, such as trustee, custodian and accounting services are paid by the Master Trust and then allocated to the participating plans.

h) Risk and Uncertainties

The Plan utilizes various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the financial statements.

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

i) Subsequent Events

The Plan has evaluated events through October 15, 2010, the date the financial statements were available to be issued.

3) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on the number of credited service years ending on the date the benefit information is presented (the valuation date) and the corresponding monthly benefit amount does include future Plan increases.

3) Actuarial Present Value of Accumulated Plan Benefits (continued)

Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The significant actuarial assumptions used in determining the present value of accumulated Plan benefits as of January 1, 2009 and 2008 were as follows:

Discount rate	6.0%
Mortality rates	Static Mortality Table for 2009 and 2008
Actuarial cost method	Standard Unit Credit Cost Method
Average retirement age	62

The foregoing actuarial assumptions are based in 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 the accumulated plan benefits.

The actuarial present value of accumulated plan benefits is determined by Hewitt Associates for 2009 and 2008 and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (though discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and the expected date of payment.

The status of the estimated actuarially determined present value of the accumulated benefits under the Plan as of January 1, 2009 and 2008 is:

	2009	2008
Vested benefits:		
Participant/beneficiaries currently receiving payments	$ 45,229	$ 39,660
Other participants	30,112	34,112
	75,341	73,772
Nonvested benefits	241	282
Total actuarial present value of accumulated plan benefits	$ 75,582	$ 74,054

3) Actuarial Present Value of Accumulated Plan Benefits (continued)

The changes in the actuarial present value of accumulated plan benefits were:

Actuarial present value of accumulated plan benefits as of January 1, 2008	$	74,054
(Decrease) increase attributable to:		
Benefits accumulated		1,184
Interest decrease in the discount period		4,321
Benefits paid		(4,144)
Assumption changes		167
Actuarial present value of accumulated plan benefits as of January 1, 2009	$	75,582

4) Federal Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated April 23, 2003, 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 that the Plan is being operated in compliance with the application requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

5) Interest in the Master Trust and Ciba Master Trust

As of December 31, 2009 and for the period from August 9, 2009 through December 31, 2009, the Plan has an agreement with the Trustee whereby substantially all of the assets of the Plan are held in the Master Trust. The assets are maintained in a commingled account by the Trustee and are not separately identified as to ownership. The value of the plan's interest in the Master Trust is based on the beginning of year value of the plan's interest in the Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested by each Plan. The Plan had a percentage interest in the Master Trust of approximately 2% as of December 31, 2009. The Plan had a percentage interest in the Ciba Master Trust of approximately 26% as of December 31, 2008.

As of December 31, 2009, the following benefit plans participated in the Master Trust:

Pension Plan for Hourly Employees of Gordon, Georgia Facility

5) Interest in the Master Trust and Ciba Master Trust (continued)

Pension Plan for Hourly Employees of Attapulgus, Georgia Facility

Pension Plan for Hourly Employees of McIntyre, Georgia Facility

Pension Plan for Hourly Employees in Northern Ohio

Pension Plan for Hourly Employees of Louisville, Kentucky Facility

Pension Plan for Hourly Employees at Quincy, Florida Works

Pension Plan for Hourly-Paid Employees of BASF Catalysts LLC (Formerly of Engelhard-CLAL LP) Represented by Local 1668, Local 1668A and Local 1668B of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW)

Pension Plan for Hourly Employees at East Newark, New Jersey Facility

Pension Plan for Hourly Employees at Vidalia, Louisiana Facility

BASF Corporation Consolidated Bargaining Unit Employees' Pension Plan

BASF Corporation Salaried Employees' Pension Plan

Pension Plan for Non-Salaried Employees of Ciba Specialty Chemical Corporation of Ciba Specialty Chemicals Corporation at McIntosh, Alabama

Pension Equity Plan for Salaried Employees of Ciba Specialty Chemicals Corporation

Pension Plan for Non-Salaried Employees of Ciba Specialty Chemicals Corporation of West Memphis, Arkansas

6) Fair Value Measurements

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

6) Fair Value Measurements (continued)

Level 1	Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
Level 2	Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.
Level 3	Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Master Trust utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as, considers counterparty credit risk in its assessment of fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets at fair value:

Corporate stocks: Securities traded on national securities exchanges are valued at the last reported sales price on the last business day of the year. Securities traded in the over-the-counter market and listed securities for which no sales were reported on that date are valued at the last reported bid price.

Money Market: Valued at amortized cost, which approximates fair value.

U.S. Government securities: U.S. Government securities are normally valued using a model that incorporates market observable data such as reported sales of similar securities, broker quotes, yields, bids, offers and reference data. Certain securities are valued principally using dealer quotations.

Mutual Funds: Valued by the Trustee at net asset value per unit/share at year-end.

Corporate Debt: Corporate bond securities traded on national securities exchanges are valued at the last reported sales price on the last business day of the year. Securities traded in the over-the-counter market and listed securities for which no sales were reported on that date are valued at the last reported bid price.

6) Fair Value Measurements (continued)

Common Collective Trusts and 103-12 Investments: The Plan's interest in the common collective trusts and 103-12 investments are valued based on information reported by the investment advisor using the audited financial statements of the common/collective trusts at year end. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Real Estate and Partnerships/Joint Ventures: The Plan's interest in real estate and partnerships/joint venture funds is valued based on information reported by the investment advisor using the audited financial statements of the funds at year end. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Mortgage-Backed Securities: Valued using a model that incorporates market observable data such as dealer quotes, available trade information, spreads, bids and offers.

Futures Contracts: Valued at the last sale price (or, if there is no sale on the valuation day, bid price) in the market where such contracts are principally traded.

Repurchase Agreements: Short-term agreement to sell and buy back securities in the future which is valued based on the value of the underlying asset.

Swap Agreement: An agreement by two parties to trade cash flows with one another fair valued by the principal or notional amount, interest rates or currency exchanges.

The following table presents the Master Trust's investments with reported NAV at December 31, 2009:

PENSION PLAN FOR NON-SALARIED
EMPLOYEES OF
CIBA CORPORATION AT
MCINTOSH, ALABAMA: PACE, LOCAL 3-562

Notes to Financial Statements
December 31, 2009 and 2008
(In thousands)

	Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
OCM Expanded High Yield Fund	$ 123,429	$ -	Monthly	Before Month End
OCM Opportunities Fund III L.P	391	-	N/A	N/A
WAMCO Opportunistic INTL	2,321	-	Daily	None
Total 103-12 Investments	126,141			
Ashmore Emerging Mkts Debt Fund	117,922	-	Monthly	Before Month End
BGI Alpha Tilts Fund	77,911	-	Monthly	Before Month End
Collective US Govt STIF 2	133,669	-	Daily	None
GMO Emerg Mkt Fund III	69,987	-	Monthly	Before Month End
JP Morgan Commingled Pension	54,879	-	N/A	N/A
Pyramis Select Intl Fund	95,702	-	Monthly	Before Month End
Wellington Equity Research Tr	48,387	-	Monthly	Before Month End
Sigma ERISA Liquidating Pool	70	-	N/A	N/A
A&Q Diversified Neutral Alpha Limited Class S	24	-	N/A	N/A
Total Common/Collective Trusts	598,551			
AEW Value Investors LP	$ 10,526	$ -	N/A	N/A
AEW VIF II REIT, LP	3,800	15,361	N/A	N/A
Amaranth International Limited	870	-	Liquidating Failed Hedge Fund	Full Redemption Requested
Ashmore Global Spl Situations	30,484	-	N/A	N/A
Bridgewater Pure Alpha Fund LTD	34,309	-	Monthly	5 Business Days
Credit Suisse First Bost Intl	399	-	N/A	N/A
Crossroad Capital	19		N/A	N/A
Currency Selection SPC LTD	8,741	-	Monthly	Before Month End
Fortress Credit Opps Fund B LP	34,923	13,706	N/A	N/A
Galen Partners II COPY L P	180	-	N/A	N/A
Galen Partners IV LP	3,679	-	N/A	N/A
Koll Bren Fund V LP	6,138	-	N/A	N/A
Morgan Stanley Global Emerging	1,052	-	N/A	N/A
Olympus II Real Estate Fund LP	869	-	N/A	N/A
PIMCO Distressed Mortgage Fund	16,366	-	N/A	N/A
RCG Longview Debt Fund IV LP	7,513	20,200	N/A	N/A
Rockwood Capital Real Estate V	3,957	1,739	N/A	N/A
Rockwood Capital Real Estate VII	3,424	-	N/A	N/A
Rockwood Capital Real Estate VI	9,460	2,949	N/A	N/A
TCW Energy Fund X NL LP	7,472	-	N/A	N/A
TCW Energy XIV	15,515	-	N/A	N/A
OMC Principal Opportunities	26	-	N/A	N/A
Ramius Fund II	1,429	-	N/A	N/A
Total Partnership/Joint Ventures	201,151			
BASF Rockwood Capital - Fund III	7,705	-	N/A	N/A
Equitable Real Estate Value	6,874	-	N/A	N/A
JPM Secondary Fund	4,079	22,195	N/A	N/A
KB/Opportunity Fund IV LP	4,214	-	N/A	N/A
Value Enhancement Fund IV LP	10,734	-	N/A	N/A
Rockwood Capital Real Estate Fund IV	247	-	N/A	N/A
Total Real Estate	33,853			
Totals	$ 959,696	$ 76,150		

6) Fair Value Measurements (continued)

OCM Expanded High Yield Fund-The fund invests in junk bonds. This fund is liquid. The strategy is to carefully avoid the lower quality securities and minimize defaults.
OCM Opportunities Fund III LP-A private equity fund which invested in distressed debt. The fund dates to 1998 and has almost been completely liquidated. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.
WAMCO Opportunistic Intl-Invests in non-US dollar denominated debt.
Ashmore Emerging Mkts Debt Fund-This fund invests in emerging market debt.
BGI Alpha Tilts Fund-A liquid US equity fund. The strategy is quantitative.
Collective US Govt STIF 2-A short-term investment fund (STIF). This is where all Pension Trust money resides when not invested in other vehicles.
GMO Emerg Mkt Fund III-A liquid fund, which invests in emerging market equity.
JP Morgan Commingled Pension- An international stock fund, which invests in stocks of developed countries in Europe and Asia. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated in 1 month.
Pyramis Select Intl Fund-An international stock fund, which invests in stocks of developed countries in Europe and Asia.
Wellington Equity Research TR-A US equity fund. It is liquid.
Sigma ERISA Liquidating Pool-A security (SIGMA) that when held in Securities Lending Pool was a loss. The security was segregated from the Pool. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.
A&Q Diversified Neutral Alpha LTD CLASS S-This is the remaining portion not yet returned from fully redeemed hedge fund. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 5 years.
AEW Value Investors LP-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 5 years.

6) Fair Value Measurements (continued)

AEW VIF II REIT, LP-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 8 years.

Amaranth International Limited-A failed hedge fund. Highly levered investments in energy brought the fund down in 2006. BASF requested full redemption in 2006. Less than $1 million remains to be paid to the BASF Pension Trust. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 5 years.

Ashmore Global Spl Situations-The fund invests in emerging market private equity. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

Bridgewater Pure Alpha Fund Ltd - A global macro hedge fund.

Credit Suisse First Bost Intl- A fund which invested in private equity (buyouts, etc.) in emerging markets. This fund dates to 1998 and is almost fully liquidated. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Crossroad Capital – This is an almost fully liquidated venture capital limited partnership dating to 1986. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Currency Selection Spc LTD- This fund invests in currencies. The fund is very risk-controlled.

Fortress Credit Opps Fund B LP-The fund invests in distressed debt - residential and commercial mortgages, commercial debt, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

Galen Partners II Copy LP-This is a fund which invests in mid-stage medical equipment private equity. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

6) Fair Value Measurements (continued)

Galen Partners IV LP-A fund which invests in mid-stage medical equipment private equity. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 4 years.

Koll Bren Fund V LP- A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Morgan Stanley Global Emerging-A fund which invested in private equity (buyouts, etc.) in emerging markets. This fund dates to 1998 and is almost fully liquidated. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Olympus II Real Estate Fund LP-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

PIMCO Distressed Mortgage Fund-A fund which purchased distressed home residential mortgages in US. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

RCG Longview Debt Fund IV LP-This fund provides subordinate financing (mezzanine debt) to commercial real estate investors, mainly in the New York metro area. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

Rockwood Capital Real Estate V-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 3 years.

6) Fair Value Measurements (continued)

Rockwood Capital Real Estate VII-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.
Rockwood Capital Real Estate VI-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 6 years.
TCW Energy Fund X NL LP A fund that provides debt financing to oil, gas and other energy producers with proven reserves. Return on investment is interest on debt as well as royalties, if investments perform well. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 4 years.
TCW Energy XIV-A fund that provides debt financing to oil, gas and other energy producers with proven reserves. Return on investment is interest on debt as well as royalties, if investments perform well. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 8 years.
OCM Principal Opportunities-This is an almost fully liquidated distressed debt partnership dating to 1998. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.
Ramius Fund II- The remaining portion not yet returned from fully redeemed hedge fund. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 3 years.
BASF Rockwood Capital Fund III-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Equitable Real Estate Value-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

JPM Secondary Fund-A fund which buys limited partnership interests from distressed sellers such as endowment funds, which have over invested in illiquid investments. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 10 years.

KB/Opportunity Fund IV LP-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Value Enhancement Fund IV LP-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 3 years.

Rockwood Capital Real Estate IV-A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 4 years.

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

6) Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Corporate Stock:				
Common Stock:				
Aerospace & Defense	$ 6,616	$ —	$ —	$ 6,616
Capital Goods	22,385	—	—	22,385
Chemicals	11,357	—	—	11,357
Communications & Technology	58,301	—	—	58,301
Consumer Products	23,273	—	—	23,273
Consumer Services	19,073	—	—	19,073
Energy, Oil & Gas	52,752	—	—	52,752
Entertainment & Travel	18,386	—	—	18,386
Financial Services	38,173	—	—	38,173
Food & Beverage	10,425	—	—	10,425
Healthcare & Pharmaceuticals	37,154	—	—	37,154
Industrial & Machinery	11,298	—	—	11,298
Insurance	3,420	—	—	3,420
Other	138,770	—	—	138,770
Real Estate	5,445	—	—	5,445
Retail	8,207	—	—	8,207
Total Common Stock	465,035	—	—	465,035
Preferred Stock:				
Banking & Finance	4,479	—	—	4,479
Consumer Services	31	—	—	31
Oil & Gas	1,441	—	—	1,441
Other	931	—	—	931
Total Preferred Stock	6,882	—	—	6,882
Total Corporate Stock	471,917	—	—	471,917
Corporate Debt				
AAA	—	2,617	—	2,617
AA	—	8,370	—	8,370
AA-	—	932	—	932
A+	—	6,336	—	6,336
A	—	25,962	—	25,962

6) Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2009(continued)

	Level 1	Level 2	Level 3	Total
A-	—	54,837	—	54,837
BBB+	—	48,005	—	48,005
BBB	—	46,414	—	46,414
BBB-	—	33,694	—	33,694
BB	—	8,908	—	8,908
BB+	—	1,708	—	1,708
BB-	—	467	—	467
B	—	418	—	418
B-	—	724	—	724
CCC+	—	229	—	229
CCC	—	895	—	895
CCC-	—	327	—	327
C	—	1,610	—	1,610
D	—	271	—	271
Total Corporate Debt	—	242,724	—	242,724
Preferred Corporate Debt:				
AAA	—	49,304	—	49,304
AA+	—	21,220	—	21,220
AA	—	22,503	—	22,503
AA-	—	37,311	—	37,311
A+	—	39,470	—	39,470
A	—	86,381	—	86,381
A-	—	9,663	—	9,663
BBB+	—	2,045	—	2,045
BBB	—	696	—	696
BB-	—	15	—	15
B+	—	477	—	477
B-	—	6	—	6
Total Preferred Corporate Debt	—	269,091	—	269,091
Government Securities:				
AAA	—	511,453	—	511,453
A	—	9,016	—	9,016
Total Government Securities	—	520,469	—	520,469
Mutual Funds:				
Emerging Markets	91,220	—	—	91,220
Growth	107	—	—	107
Capital Management	32	—	—	32
Other	243			243
Total Mutual Funds	91,602	—	—	91,602
103-12 Investments	—	125,750	391	126,141
Common/Collective Trust	—	543,578	54,973	598,551
Money Market	—	12,060	—	12,060
Partnership/Joint Venture	—	43,049	158,102	201,151
Real Estate	—	—	33,853	33,853
Other	—	32,222	11,748	43,970
TOTAL INVESTMENTS	$ 563,519	$ 1,788,943	$ 259,067	$ 2,611,529

6) Fair Value Measurements (continued)

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

Assets at Fair Value as of December 31, 2008

	Level 1	Level 2	Level 3	Total
Common stock	$ 37,950	$ -	$ -	$ 37,950
Common/collective trust funds	-	125,151	-	125,151
Registered investment companies	20,508	-	-	20,508
Other investments at market value	17,059	-	-	17,059
	$ 75,517	$ 125,151	$ -	$ 200,668

6) Fair Value Measurements (continued)
There were no Level 3 assets in the Ciba Master Trust Plan's for the year ended December 31, 2008.

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

	Common Collective Trusts	Partnership Joint Venture Interests	Real Estate	103-12 Investment	Other	Total
Opening Balance	$ 314,715	$ 234,084	$ 43,057	$ 85,857	$ 29,465	$ 707,178
Transfer Out	(233,757)	(7,704)	-	(85,250)	(36,215)	(362,926)
Transfer In	23	22,825	2,837	-	348	26,033
Acquisitions	0	(9,692)	(1,403)	(152)	11,400	153
Dispositions	(36,260)	(39,520)	(766)	-	6,750	(69,796)
Realized Gain/Loss	(92,288)	(2,061)	(137)	(64)	-	(94,550)
Change in Unrealized Gain/Loss	102,540	(39,830)	(9,735)	-	-	52,975
Closing Balance	$ 54,973	$ 158,102	$ 33,853	$ 391	$ 11,748	$ 259,067

7) Certification by the Plan Trustee (Unaudited)

The Investment in the Master Trust Plan's interest in net appreciation and investment income of the Master Trust included in the accompanying financial statements were supplied by the Trustees and are unaudited. The Plan Administrator has obtained certifications from the Trustees of the Plan that such Plan information, as prepared and furnished to the Plan Administrator, is complete and accurate. Information regarding the commingled assets of the Master Trust as of December 31, 2009 certified by the Trustees, is summarized as follows:

7) Certification by the Plan Trustee (Unaudited)(continued)

Assets	**Unaudited**
Investments:	
Interest Bearing Cash	$ 12,060
U.S. Government Securities	520,469
Corporate Debt Instruments:	
Preferred	269,091
All Other	242,724
Corporate Stocks:	
Preferred	6,882
Common	465,035
Partnership/Joint Venture Interests	201,151
Real Estate	33,853
Common/Collective Trusts	598,551
103-12 Investment Entities	126,141
Mutual funds	91,602
Other	43,970
Total Investments	2,611,529
Receivables:	
Other	55,042
Liabilities:	
Other	(79,911)
Total Net Assets	$ 2,586,660
Plan's Investment in the Master Trust	57,168
Plan's Investment in the Master Trust as a percentage of total	2.21%

Information regarding the commingled assets of the Ciba Master Trust as of December 31, 2008 certified by the Trustee is summarized as follows:

7) Certification by the Plan Trustee (Unaudited) (continued)

Assets		**Unaudited**
Investments:		
Common Stock	$	37,950
Common/Collective Trusts		125,151
Registered investment companies		20,508
Other miscellaneous		17,030
Total investments at fair value		200,639
Accrued income		173
Pending trade sales		912
Pending trade purchases		(1,056)
Net Assets	$	200,668
Plan allocated share	$	52,070
% of Ciba Master Trust		26%

Investment income for the Master Trust is as follows:

		Unaudited 2009
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	$	38,589
Corporate stock		343,134
US Government securities		(26,407)
Corporate debt instruments		61,300
Other		(256,741)
Net appreciation (depreciation) in estimated fair value of investments:		
Partnership and joint ventures		(38,350)
Real estate		(9,872)
Common/collective trusts		112,440
103-12 Investment Entities		29,821
Total appreciation (depreciation)		253,914
Interest Income		46,201
Dividend Income		19,550
Total investment income	$	319,665
Plan's investment income from the Master Trust	$	4,219

7) Certification by the Plan Trustee (Unaudited)(continued)

Investment income for the Ciba Master Trust is as follows:

	Unaudited	
	2009	2008
Net appreciation (depreciation) in fair value of investments:		
Government obligations	$ -	$ 600
Corporate obligations	4	(2,663)
Common stock	6,432	(18,409)
Common/collective trusts	10,147	(26,914)
Registered investment company	6,196	(16,882)
Other miscellaneous	(1,610)	(12,987)
Total appreciation (depreciation)	21,169	(77,255)
Registered investment company distributions	209	515
Common/collective trust distributions	27	158
Interest Income	-	1,804
Dividend Income	282	719
Other miscellaneous	471	1,310
Total investment income (loss)	$ 22,158	$ (72,749)
Plan's investment income (loss) from the Ciba Master Trust	$ 6,536	$ ($18,505)

The fair value of individual investments that represent five percent or more of the net assets of the Master Trust are as follows:

	2009 (Unaudited)
Collective US Government STIF 133,670 shares	$133,670

There were no assets that exceeded five percent or more of net assets.

The Master Trust assets include limited investments in derivative financial instruments. These investments are in accordance with guidelines established by the Sponsor. Such contracts are entered into to manage market risks associated with the Master Trust's investment portfolio, to lower transaction costs or to enhance returns on investments in the Master Trust. The Master Trust does not enter into any leverage or complex derivative instruments.

At December 31, 2009, the Master Trust held foreign currency forward contracts for other than trading purposes.

8) Party-in-Interest Transactions

Certain Plan investments are shares or units of funds managed by Mellon Bank N.A., the Plan's Trustee, as of December 31, 2009. In addition, certain Plan investments are shares or units of funds managed by Northern Trust Company, the Plan's Trustee, as of December 31, 2008. Transactions in these funds qualify as permitted party-in-interest transactions.

9) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at thelevel in effect on the date of the Plan's termination subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the 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.

10) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of certain line items on the changes in net assets available for the benefits per the financial statements for the year ended December 31, 2009 to Form 5500:

	Per Financial Statements	Reclass for Form 5500 Purposes	Per Form 5500
Net investment income from BASF Corporation Master Trust	$4,219	$(443)	$3,776
Administration Fees	443	(443)	-

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

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

Pension Plan for Non-Salaried Employees at McIntosh, Alabama

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Ciba Corporation

D Employer Identification Number (EIN)

13-3904291

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

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

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	51,989,214
	b Actuarial value		**2b**	57,188,135
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	531	36,714,391
	b For terminated vested participants	**3b**	88	1,217,133
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		173,820
	(2) Vested benefits	**3c(2)**		23,129,235
	(3) Total active	**3c(3)**	260	23,303,055
	d Total	**3d**	879	61,234,579
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**	8.29 %
6	Target normal cost		**6**	908,421

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 Robert C Eaker FCA

Signature of actuary

10/04/2010
Date

Robert C. Eaker

Type or print name of actuary

08-03973
Most recent enrollment number

Hewitt Associates LLC

Firm name

(203)852-1100
Telephone number (including area code)

45 Glover Avenue

Norwalk CT 06850-0000

Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	13,918,017	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	881,542	0
9	Amount remaining (Item 7 minus item 8)	13,036,475	0
10	Interest on item 9 using prior year's actual return of (28.10)%	(3,663,249)	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 6.04 %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	1,172,754	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	8,200,472	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	101.83 %
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
			Totals ► 18(b)	0	18(c) 0

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

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b** 2

22 Weighted average retirement age **22** 61

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] 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 [X] No

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

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. [X] 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** 0

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

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) **31** 908,421

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	8,572,841	1,521,240
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** 0

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) **34** 2,429,661

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	2,429,661	0	2,429,661

36 Additional cash requirement (item 34 minus item 35) **36** 0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 0

38 Interest-adjusted excess contributions for current year (see instructions) **38** 0

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