# 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

**2010**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** This return/report is for:
- ☐ a multiemployer plan;
- ☐ a multiple-employer plan; or
- ☒ a single-employer plan;
- ☐ a DFE (specify) ____

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

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 12/05/1960

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

2727 CHEMSEARCH BLVD.
IRVING, TX 75062

**2b** Employer Identification Number (EIN)
75-0457200

**2c** Sponsor's telephone number
972-438-0211

**2d** Business code (see instructions)
325900

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

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

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 07/28/2011 | MARILYN BONA |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")
RETIREMENT SAVINGS PLAN ADMIN. COMM

2727 CHEMSEARCH BLVD.
IRVING, TX 75062

**3b** Administrator's EIN
75-1526710

**3c** Administrator's telephone number
972-438-0211

**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** | 3066 |
| **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** | 2712 |
| **b** | Retired or separated participants receiving benefits | **6b** | 13 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 442 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 3167 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 18 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 3185 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 2279 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 18 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2J 2K

**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)** | | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2010**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

**D** Employer Identification Number (EIN)
75-0457200

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ING INSTITUTIONAL PLAN SERVICES

02-0488491

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

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

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

ING INSTITUTIONAL PLAN SERVICES

02-0488491

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 37 57 99 | RECORD KEEPER | 25835 | Yes [X] No [ ] | Yes [X] No [ ] | 184 | Yes [ ] No [X] |

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

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE 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

**2010**

**This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

**D** Employer Identification Number (EIN)
75-0457200

**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: NCH STABLE VALUE FUND

**b** Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

| **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) |
|---|---|---|
| 04-0025081-465 | C | 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: NCH STABLE VALUE FUND

**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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) |
|---|---|---|
| 52-2251296-001 | C | 60191340 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**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

**2010**

**This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

**D** Employer Identification Number (EIN)
75-0457200

## 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) | 1102543 | 1111205 |
| **(2)** Participant contributions | 1b(2) | | 349 |
| **(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) | 4903111 | 5019013 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 57096119 | 60191340 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 114123641 | 129036757 |
| **(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 | 177225414 | 195358664 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | 182117 | 57259 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 182117 | 57259 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 177043297 | 195301405 |

## 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) | 4377848 | |
| **(B)** Participants | 2a(1)(B) | 8835346 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 434349 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 13647543 |
| **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) | 325581 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 325581 |
| **(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) | 2719251 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 2719251 |
| **(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) | | 5561375 |
| | (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| | (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| | (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| | (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 12887634 |
| c | Other income | 2c | | |
| d | Total income. Add all **income** amounts in column (b) and enter total | 2d | | 35141384 |
| | **Expenses** | | | |
| e | Benefit payment and payments to provide benefits: | | | |
| | (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 16638372 | |
| | (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) | | 16638372 |
| f | Corrective distributions (see instructions) | 2f | | 57259 |
| g | Certain deemed distributions of participant loans (see instructions) | 2g | | 161810 |
| 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) | 25835 | |
| | (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 25835 |
| j | Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 16883276 |
| | **Net Income and Reconciliation** | | | |
| k | Net income (loss). Subtract line 2j from line 2d | 2k | | 18258108 |
| 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: GRANT THORNTON LLP **(2)** EIN: 36-6055559

**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 | | 20000000 |
| **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

**2010**

**This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

**D** Employer Identification Number (EIN)
75-0457200

## Part I Distributions

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

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

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

EIN(s): 04-0025081

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

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

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

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

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

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

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

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

Financial Statements and Report of Independent Certified Public Accountants

# NCH Corporation Retirement Savings Plan

December 31, 2010 and 2009

**NCH Corporation Retirement Savings Plan**

## INDEX


| | Page |
|---|---|
| Report of Independent Certified Public Accountants | 2 |
| Financial Statements | |
| Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009 | 3 |
| Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2010 | 4 |
| Notes to Financial Statements | 5 |
| Supplemental Schedule | |
| Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010 | 17 |

Grant Thornton

## Report of Independent Certified Public Accountants

Audit • Tax • Advisory
**Grant Thornton LLP**
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Administrative Committee
NCH Corporation Retirement Savings Plan

We were engaged to audit the statements of net assets available for benefits of NCH Corporation Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009 and the statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedule of assets (held at end of year) as of December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by ING Institutional Plan Services, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants 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.

Grant Thornton LLP

Dallas, Texas
July 27, 2011

## NCH Corporation Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

| | 2010 | 2009 |
|---|---|---|
| **Assets** | | |
| Investments, at fair value | $189,228,097 | $171,219,760 |
| Receivables | | |
| Employer year-end discretionary contributions | 1,111,205 | 1,102,543 |
| Employee contributions | 349 | - |
| Notes receivable from participants | 5,019,013 | 4,903,111 |
| Total assets | 195,358,664 | 177,225,414 |
| **Liabilities** | | |
| Excess contributions payable | 57,259 | 182,117 |
| Total liabilities | 57,259 | 182,117 |
| Net assets available for benefits at fair value | 195,301,405 | 177,043,297 |
| Adjustment from fair value to contract value for interest in guaranteed funds relating to fully benefit-responsive investment contracts | (1,295,704) | 928,392 |
| **Net assets available for benefits** | $194,005,701 | $177,971,689 |

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

**NCH Corporation Retirement Savings Plan**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2010

| | |
|---|---|
| Additions to net assets attributed to: | |
| Investment income | |
| Dividend income | $ 2,719,251 |
| Net appreciation in fair value of investments | 16,224,913 |
| Net investment income | 18,944,164 |
| Interest income on notes receivable from participants | 325,581 |
| Contributions | |
| Participant | 8,835,346 |
| Employer | 3,266,643 |
| Employer year-end discretionary | 1,111,205 |
| Rollovers | 434,349 |
| Total contributions | 13,647,543 |
| Total additions | 32,917,288 |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 16,638,372 |
| Deemed participant loans | 161,810 |
| Excess contributions | 57,259 |
| Administrative expenses | 25,835 |
| Total deductions | 16,883,276 |
| Net increase | 16,034,012 |
| Net assets available for benefits, beginning of year | 177,971,689 |
| Net assets available for benefits, end of year | $194,005,701 |

The accompanying notes are an integral part of this financial statement.

## NOTE A - DESCRIPTION OF PLAN

The following is a brief description of the NCH Corporation Retirement Savings Plan (the "Plan"). Participants should refer to the Plan document or the Summary Plan Description for more complete information. NCH Corporation (the "Company," "Plan sponsor" or "Employer") established the Plan for the purpose of encouraging savings for retirement and to provide a tax-qualified facility for accumulation of funds to be used to provide benefits payable to an employee upon retirement, death, disability, termination of employment, or on certain other occasions.

Eligibility

All qualified employees who have attained the age of 18 and have completed 30 days of service are eligible to participate in the Plan. However, to receive the Employer matching and Employer year-end discretionary contributions, the employee must have been employed for a minimum of one year.

Contributions

Each eligible employee may elect to make a basic pretax contribution commencing on any entry date in any whole percentage from 1% to 50% of the employee's compensation, not to exceed certain limits as set forth by the Internal Revenue Code ("IRC") and the Plan document. The maximum contribution allowable by the IRC was $16,500 for 2010 and 2009. The Employer matching contribution is 100% of the participant contributions, up to 3% of eligible compensation. In addition, upon authorization by the Employer's Board of Directors, the Employer shall also make an additional contribution up to 100% of the first $750 of a participant's pre-tax deferral, provided the participant is still employed on the last day of the Plan year. Participants may also deposit distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. All contributions to the Plan are deposited into investment funds managed and held by ING National Trust (the "Trustee") as directed by the participants.

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

Benefit Payments

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to either (i) receive installment payments which are not less than $4,000 per year payable on an annual basis, (ii) receive a lump-sum amount, or (iii) if the account balance is greater than $5,000, defer payment up to age 70½.

Withdrawals are permitted upon the attainment of age 59½ or for alleviating financial hardships in accordance with Plan provisions. There were no amounts unpaid as of December 31, 2010 and 2009.

## NOTE A - DESCRIPTION OF PLAN - Continued

Vesting

All participant contributions are 100% vested when made. A participant who terminates service due to death, permanent disability, achievement of normal retirement age, or completes three years of service is fully vested in his or her Employer matching contributions. However, if a participant terminates his or her employment prior to three years of vesting service for any reason other than retirement, death or full and permanent disability, the participant's non-forfeitable or vested percentage will be zero. All participants are fully vested upon reaching the age of 65.

Forfeitures

Forfeited amounts are used to reduce the Employer's matching contributions. Forfeiture of nonvested Employer matching contributions totaled $39,992 and $120,257 in 2010 and 2009, respectively, which was used to reduce employer matching contributions and pay administrative expenses of the Plan. The total balance of the forfeiture account was $17,224 and $5,260 in 2010 and 2009, respectively.

Plan Administration

The Company may elect to pay the Plan's expenses. For the years ended December 31, 2010 and 2009, the participants paid the record keeper, ING Institutional Plan Services ("ING"), amounts totaling $25,835 and $19,714, respectively, in administration fees.

Termination Provisions

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, all participants will become 100% vested in their account balances and Plan assets will be distributed in accordance with the Plan document.

Participant Loans

Participants may borrow from their accounts subject to a minimum of $500. The maximum amount of any loan (when added to the outstanding balance of all prior loans) may not exceed the lesser of: (1) 50% of the participant's vested account balance or (2) $50,000, reduced by the highest balance of all outstanding loans to the participant during the one-year period ending on the first day of the month preceding the date of the loan in question. In addition, participants may have no more than two loans outstanding at any one time. The loans are secured by the remaining balance in the participant's account and bear interest at the Prime Rate plus 1%, as published in the Wall Street Journal on the first day of the previous month. Loan terms are either three or five years. Principal and interest are repaid in equal installments through payroll deductions and individual repayments made by the participant.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note I for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as deemed participant loans on the statement of changes in net assets available for benefits based upon the terms of the plan document.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Recent Accounting Pronouncements

In September 2010, the Financial Accounting Standards Board ("FASB") issued AU 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, which requires participant loans to be classified as notes receivable and measured at unpaid principal balance plus accrued but unpaid interest. Previously, these participant loans were classified as Plan investments and were subject to fair value measurement requirements of Financial Accounting Standards Board Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*. In its December 31, 2010 financial statements, the Plan adopted this new guidance and has reclassified participant loans from Plan investments to notes receivable from participants in the Statements of Net Assets Available for Benefits. Other than the reclassification requirements, the adoption of this standard did not have a material impact on the Plan's financial statements.

## NOTE C - TAX STATUS

The Internal Revenue Service advised the plan administrator on April 16, 2002 that the Plan constitutes a qualified retirement trust under Sec. 401(a) of the IRC, and is therefore exempt from federal income tax. The plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

## NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such elections, the plan administrator has obtained certifications from the Trustee that all of the information it provided is complete and accurate. Information included in the accompanying financial statements as to investments, net appreciation in fair value of investments, Plan income, and all information in the supplemental Schedule of Assets (held at end of year) is presented in reliance upon these certifications. At the request of the plan administrator, the Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

| | December 31, | |
|---|---|---|
| | 2010 | 2009 |
| Investments, at fair value | | |
| Mutual funds | $129,036,757 | $114,123,641 |
| Common/collective trust | 60,191,340 | 57,096,119 |
| Total investments | $189,228,097 | $171,219,760 |
| Notes receivable from participants | 5,019,013 | 4,903,111 |

| | Year ended December 31, 2010 |
|---|---|
| Net appreciation in fair value of investments | |
| Mutual funds | $12,887,634 |
| Common/collective trust | 3,337,279 |
| Dividend income | 2,719,251 |
| Net investment gain | $18,944,164 |

## NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) - Continued

The following table presents investments that represent 5% or more of the Plan's net assets at year-end. All funds are presented at fair value.

| | 2010 | 2009 |
|---|---|---|
| NCH Stable Value Fund* | $ 60,191,340 | $ 57,096,119 |
| Vanguard Institutional Index | 24,709,985 | - |
| Harbor International Fund Institutional Index | 18,749,556 | 17,409,729 |
| Vanguard Mid-Cap Index | 18,331,891 | - |
| PIMCO Total Return Institutional Class | 15,664,459 | 12,211,203 |
| Dodge & Cox Stock | 14,445,565 | - |
| American Funds American Balanced | 13,473,942 | - |
| Fayez Sarafirm & Co. Equity Fund | - | 14,058,121 |
| SSgA S&P 500 Index Fund | - | 13,041,241 |
| American Funds Balanced R-4 Fund | - | 12,356,676 |
| US Large Cap Core Fund | - | 10,647,134 |
| Bandywine Fund | - | 6,954,922 |
| | $165,566,738 | $143,775,145 |

* Represents estimated fair value. Contract value of this investment was $58,895,636 and $58,024,511 as of December 31, 2010 and 2009, respectively.

## NOTE E - RISKS AND UNCERTAINTIES

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

## NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor is responsible for the Plan's administration and Trustee expenses. Certain Plan investments are shares of mutual funds managed by the Trustee, a service provider to the Plan. Therefore, these transactions qualify as party-in-interest transactions.

## NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2010 and 2009:

| | 2010 | 2009 |
|---|---|---|
| Net assets available for benefits per the financial statements | $194,005,701 | $177,971,689 |
| Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts | 1,295,704 | (928,392) |
| Net assets available for benefits per the Form 5500 | $195,301,405 | $177,043,297 |
| Total change in net assets per the financial statements | $ 16,034,012 | |
| Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts | 2,224,096 | |
| Total change in net assets per the Form 5500 | $ 18,258,108 | |

As discussed in Note H, the Plan invests in fully benefit-responsive investment contracts. For financial reporting purposes, the net assets of the Plan include investment contracts recorded at contract value, while the Form 5500 is presented at fair value.

## NOTE H - INVESTMENT CONTRACT

The Stable Value Fund is the Company's fully benefit-responsive investment contract with Wells Fargo. Wells Fargo maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As more fully described below, the contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Wells Fargo.

## NOTE H - INVESTMENT CONTRACT - Continued

In accordance with ASC 962, *Plan Accounts Defined- Contribution Pension Plans*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. ASC 962 requires the statements of net assets available for benefits to present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

Wells Fargo is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. The minimum crediting rate under the contract is 1.50%.

| | 2010 | 2009 |
|---|---|---|
| Average yields: | | |
| Based on actual earnings[1] | 2.38% | 2.16% |
| Based on interest rate credited to participants[2] | 2.90% | 3.09% |

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

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(1) Computed by dividing the actual one-day earnings of the contract credited to the Plan on the last day of the plan year by the fair value of the investment on the last day of the plan year and then annualizing the result.

(2) Computed by dividing the annualized one-day earnings credited to participants on December 31, 2010 and 2009 by the fair value of investments on December 31, 2010 and 2009, respectively.

## NOTE H - INVESTMENT CONTRACT WITH INSURANCE COMPANY - Continued

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

## NOTE I - FAIR VALUE MEASUREMENTS

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 or 2009.

## NOTE I - FAIR VALUE MEASUREMENTS - Continued

Mutual Funds

Valued at the closing price reported on the active market on which the individual securities are traded.

Investment Contract

Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note H).

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009.

**Assets at Fair Value as of December 31, 2010**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual Funds | | | | |
| Growth funds | $ 84,875,001 | $ - | $ - | $ 84,875,001 |
| Balanced funds | 26,141,478 | - | - | 26,141,478 |
| Fixed income funds | 18,020,278 | - | - | 18,020,278 |
| Investment contract | - | - | 60,191,340 | 60,191,340 |
| Total assets at fair value | $129,036,757 | $ - | $60,191,340 | $189,228,097 |

**Assets at Fair Value as of December 31, 2009**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual Funds | | | | |
| Growth funds | $ 79,511,296 | $ - | $ - | $ 79,511,296 |
| Balanced funds | 22,401,142 | - | - | 22,401,142 |
| Fixed income funds | 12,211,203 | - | - | 12,211,203 |
| Investment contract | - | - | 57,096,119 | 57,096,119 |
| Total assets at fair value | $114,123,641 | $ - | $57,096,119 | $171,219,760 |

## NOTE I - FAIR VALUE MEASUREMENTS - Continued

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets (investment contract) for the year ended December 31:

| | 2010 | 2009 |
|---|---|---|
| Balance, beginning of year | $57,096,119 | $60,923,158 |
| Realized gains | 5,561,375 | 1,860,781 |
| Unrealized gains/(losses) relating to instruments still held at the reporting date | - | - |
| Purchases, sales, issuances, adjustments and settlements (net) | (2,466,154) | (5,687,820) |
| Balance, end of year | $60,191,340 | $57,096,119 |

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefit.

## NOTE J - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 27, 2011, the date the financial statements were available to be issued, and determined there were no events that occurred that would have significantly affected the financial statements.

# SUPPLEMENTAL SCHEDULE

**NCH Corporation Retirement Savings Plan**

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2010

| (a) | (b) Identity of issue, borrower lessor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (e) Current value |
|---|---|---|---|
| * | NCH Stable Value Fund | Stable Value Fund (at fair value) | $ 60,191,340 |
| | Vanguard | Institutional Index | 24,709,985 |
| | Harbor International | Fund Institutional Class | 18,749,556 |
| | Vanguard | Mid-Cap Index | 18,331,891 |
| | PIMCO | Total Return Institutional Class | 15,664,459 |
| | Dodge & Cox | Stock | 14,445,565 |
| | American Funds | American Balanced | 13,473,942 |
| | Blackrock | LifePath 2020 Portfolio | 4,340,341 |
| | Royce | Total Return | 3,554,305 |
| | Baron | Growth Fund | 3,221,071 |
| | Blackrock | LifePath 2030 Portfolio | 3,171,931 |
| | Blackrock | LifePath 2040 Portfolio | 2,780,891 |
| | Blackrock | LifePath Retirement Portfolio | 2,220,544 |
| | Vanguard | Inflation Protected Securities | 1,648,974 |
| | E.I.I. Global | Property Institutional | 1,061,197 |
| | American Funds | Growth Fund | 801,431 |
| | Goldman Sachs | High Yield A | 706,845 |
| | Blackrock | LifePath 2050 Portfolio | 153,829 |
| | Total investments, at fair value | | $189,228,097 |
| * | Participants | Notes receivable from Participants with interest rates of 4.25% to 9.25% and maturity dates from December 2010 to January 2016 | $ 5,019,013 |

*Represents party-in-interest.

NOTE: Information on cost (column (d)) of the investment is excluded, as all investments are participant directed.

Financial Statements and Report of Independent Certified Public Accountants

# NCH Corporation Retirement Savings Plan

December 31, 2010 and 2009

**NCH Corporation Retirement Savings Plan**

## INDEX


| | Page |
|---|---|
| Report of Independent Certified Public Accountants | 2 |
| Financial Statements | |
| Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009 | 3 |
| Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2010 | 4 |
| Notes to Financial Statements | 5 |
| Supplemental Schedule | |
| Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010 | 17 |

Grant Thornton

## Report of Independent Certified Public Accountants

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Administrative Committee
NCH Corporation Retirement Savings Plan

We were engaged to audit the statements of net assets available for benefits of NCH Corporation Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009 and the statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedule of assets (held at end of year) as of December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by ING Institutional Plan Services, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants 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.

Grant Thornton LLP

Dallas, Texas
July 27, 2011

## NCH Corporation Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

| | 2010 | 2009 |
|---|---|---|
| **Assets** | | |
| Investments, at fair value | $189,228,097 | $171,219,760 |
| Receivables | | |
| Employer year-end discretionary contributions | 1,111,205 | 1,102,543 |
| Employee contributions | 349 | - |
| Notes receivable from participants | 5,019,013 | 4,903,111 |
| Total assets | 195,358,664 | 177,225,414 |
| **Liabilities** | | |
| Excess contributions payable | 57,259 | 182,117 |
| Total liabilities | 57,259 | 182,117 |
| Net assets available for benefits at fair value | 195,301,405 | 177,043,297 |
| Adjustment from fair value to contract value for interest in guaranteed funds relating to fully benefit-responsive investment contracts | (1,295,704) | 928,392 |
| **Net assets available for benefits** | $194,005,701 | $177,971,689 |

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

**NCH Corporation Retirement Savings Plan**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2010

| | |
|---|---|
| Additions to net assets attributed to: | |
| Investment income | |
| Dividend income | $ 2,719,251 |
| Net appreciation in fair value of investments | 16,224,913 |
| Net investment income | 18,944,164 |
| Interest income on notes receivable from participants | 325,581 |
| Contributions | |
| Participant | 8,835,346 |
| Employer | 3,266,643 |
| Employer year-end discretionary | 1,111,205 |
| Rollovers | 434,349 |
| Total contributions | 13,647,543 |
| Total additions | 32,917,288 |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 16,638,372 |
| Deemed participant loans | 161,810 |
| Excess contributions | 57,259 |
| Administrative expenses | 25,835 |
| Total deductions | 16,883,276 |
| Net increase | 16,034,012 |
| Net assets available for benefits, beginning of year | 177,971,689 |
| Net assets available for benefits, end of year | $194,005,701 |

The accompanying notes are an integral part of this financial statement.

## NOTE A - DESCRIPTION OF PLAN

The following is a brief description of the NCH Corporation Retirement Savings Plan (the "Plan"). Participants should refer to the Plan document or the Summary Plan Description for more complete information. NCH Corporation (the "Company," "Plan sponsor" or "Employer") established the Plan for the purpose of encouraging savings for retirement and to provide a tax-qualified facility for accumulation of funds to be used to provide benefits payable to an employee upon retirement, death, disability, termination of employment, or on certain other occasions.

Eligibility

All qualified employees who have attained the age of 18 and have completed 30 days of service are eligible to participate in the Plan. However, to receive the Employer matching and Employer year-end discretionary contributions, the employee must have been employed for a minimum of one year.

Contributions

Each eligible employee may elect to make a basic pretax contribution commencing on any entry date in any whole percentage from 1% to 50% of the employee's compensation, not to exceed certain limits as set forth by the Internal Revenue Code ("IRC") and the Plan document. The maximum contribution allowable by the IRC was $16,500 for 2010 and 2009. The Employer matching contribution is 100% of the participant contributions, up to 3% of eligible compensation. In addition, upon authorization by the Employer's Board of Directors, the Employer shall also make an additional contribution up to 100% of the first $750 of a participant's pre-tax deferral, provided the participant is still employed on the last day of the Plan year. Participants may also deposit distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. All contributions to the Plan are deposited into investment funds managed and held by ING National Trust (the "Trustee") as directed by the participants.

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

Benefit Payments

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to either (i) receive installment payments which are not less than $4,000 per year payable on an annual basis, (ii) receive a lump-sum amount, or (iii) if the account balance is greater than $5,000, defer payment up to age 70½.

Withdrawals are permitted upon the attainment of age 59½ or for alleviating financial hardships in accordance with Plan provisions. There were no amounts unpaid as of December 31, 2010 and 2009.

## NOTE A - DESCRIPTION OF PLAN - Continued

Vesting

All participant contributions are 100% vested when made. A participant who terminates service due to death, permanent disability, achievement of normal retirement age, or completes three years of service is fully vested in his or her Employer matching contributions. However, if a participant terminates his or her employment prior to three years of vesting service for any reason other than retirement, death or full and permanent disability, the participant's non-forfeitable or vested percentage will be zero. All participants are fully vested upon reaching the age of 65.

Forfeitures

Forfeited amounts are used to reduce the Employer's matching contributions. Forfeiture of nonvested Employer matching contributions totaled $39,992 and $120,257 in 2010 and 2009, respectively, which was used to reduce employer matching contributions and pay administrative expenses of the Plan. The total balance of the forfeiture account was $17,224 and $5,260 in 2010 and 2009, respectively.

Plan Administration

The Company may elect to pay the Plan's expenses. For the years ended December 31, 2010 and 2009, the participants paid the record keeper, ING Institutional Plan Services ("ING"), amounts totaling $25,835 and $19,714, respectively, in administration fees.

Termination Provisions

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, all participants will become 100% vested in their account balances and Plan assets will be distributed in accordance with the Plan document.

Participant Loans

Participants may borrow from their accounts subject to a minimum of $500. The maximum amount of any loan (when added to the outstanding balance of all prior loans) may not exceed the lesser of: (1) 50% of the participant's vested account balance or (2) $50,000, reduced by the highest balance of all outstanding loans to the participant during the one-year period ending on the first day of the month preceding the date of the loan in question. In addition, participants may have no more than two loans outstanding at any one time. The loans are secured by the remaining balance in the participant's account and bear interest at the Prime Rate plus 1%, as published in the Wall Street Journal on the first day of the previous month. Loan terms are either three or five years. Principal and interest are repaid in equal installments through payroll deductions and individual repayments made by the participant.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note I for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as deemed participant loans on the statement of changes in net assets available for benefits based upon the terms of the plan document.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Recent Accounting Pronouncements

In September 2010, the Financial Accounting Standards Board ("FASB") issued AU 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, which requires participant loans to be classified as notes receivable and measured at unpaid principal balance plus accrued but unpaid interest. Previously, these participant loans were classified as Plan investments and were subject to fair value measurement requirements of Financial Accounting Standards Board Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*. In its December 31, 2010 financial statements, the Plan adopted this new guidance and has reclassified participant loans from Plan investments to notes receivable from participants in the Statements of Net Assets Available for Benefits. Other than the reclassification requirements, the adoption of this standard did not have a material impact on the Plan's financial statements.

## NOTE C - TAX STATUS

The Internal Revenue Service advised the plan administrator on April 16, 2002 that the Plan constitutes a qualified retirement trust under Sec. 401(a) of the IRC, and is therefore exempt from federal income tax. The plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

## NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such elections, the plan administrator has obtained certifications from the Trustee that all of the information it provided is complete and accurate. Information included in the accompanying financial statements as to investments, net appreciation in fair value of investments, Plan income, and all information in the supplemental Schedule of Assets (held at end of year) is presented in reliance upon these certifications. At the request of the plan administrator, the Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

| | December 31, | |
|---|---|---|
| | 2010 | 2009 |
| Investments, at fair value | | |
| Mutual funds | $129,036,757 | $114,123,641 |
| Common/collective trust | 60,191,340 | 57,096,119 |
| Total investments | $189,228,097 | $171,219,760 |
| Notes receivable from participants | 5,019,013 | 4,903,111 |

| | Year ended December 31, 2010 |
|---|---|
| Net appreciation in fair value of investments | |
| Mutual funds | $12,887,634 |
| Common/collective trust | 3,337,279 |
| Dividend income | 2,719,251 |
| Net investment gain | $18,944,164 |

## NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) - Continued

The following table presents investments that represent 5% or more of the Plan's net assets at year-end. All funds are presented at fair value.

| | 2010 | 2009 |
|---|---|---|
| NCH Stable Value Fund* | $ 60,191,340 | $ 57,096,119 |
| Vanguard Institutional Index | 24,709,985 | - |
| Harbor International Fund Institutional Index | 18,749,556 | 17,409,729 |
| Vanguard Mid-Cap Index | 18,331,891 | - |
| PIMCO Total Return Institutional Class | 15,664,459 | 12,211,203 |
| Dodge & Cox Stock | 14,445,565 | - |
| American Funds American Balanced | 13,473,942 | - |
| Fayez Sarafirm & Co. Equity Fund | - | 14,058,121 |
| SSgA S&P 500 Index Fund | - | 13,041,241 |
| American Funds Balanced R-4 Fund | - | 12,356,676 |
| US Large Cap Core Fund | - | 10,647,134 |
| Bandywine Fund | - | 6,954,922 |
| | $165,566,738 | $143,775,145 |

* Represents estimated fair value. Contract value of this investment was $58,895,636 and $58,024,511 as of December 31, 2010 and 2009, respectively.

## NOTE E - RISKS AND UNCERTAINTIES

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

## NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor is responsible for the Plan's administration and Trustee expenses. Certain Plan investments are shares of mutual funds managed by the Trustee, a service provider to the Plan. Therefore, these transactions qualify as party-in-interest transactions.

## NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2010 and 2009:

| | 2010 | 2009 |
|---|---|---|
| Net assets available for benefits per the financial statements | $194,005,701 | $177,971,689 |
| Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts | 1,295,704 | (928,392) |
| Net assets available for benefits per the Form 5500 | $195,301,405 | $177,043,297 |
| Total change in net assets per the financial statements | $ 16,034,012 | |
| Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts | 2,224,096 | |
| Total change in net assets per the Form 5500 | $ 18,258,108 | |

As discussed in Note H, the Plan invests in fully benefit-responsive investment contracts. For financial reporting purposes, the net assets of the Plan include investment contracts recorded at contract value, while the Form 5500 is presented at fair value.

## NOTE H - INVESTMENT CONTRACT

The Stable Value Fund is the Company's fully benefit-responsive investment contract with Wells Fargo. Wells Fargo maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As more fully described below, the contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Wells Fargo.

## NOTE H - INVESTMENT CONTRACT - Continued

In accordance with ASC 962, *Plan Accounts Defined- Contribution Pension Plans*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. ASC 962 requires the statements of net assets available for benefits to present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

Wells Fargo is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. The minimum crediting rate under the contract is 1.50%.

| | 2010 | 2009 |
|---|---|---|
| Average yields: | | |
| Based on actual earnings[1] | 2.38% | 2.16% |
| Based on interest rate credited to participants[2] | 2.90% | 3.09% |

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

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(1) Computed by dividing the actual one-day earnings of the contract credited to the Plan on the last day of the plan year by the fair value of the investment on the last day of the plan year and then annualizing the result.

(2) Computed by dividing the annualized one-day earnings credited to participants on December 31, 2010 and 2009 by the fair value of investments on December 31, 2010 and 2009, respectively.

## NOTE H - INVESTMENT CONTRACT WITH INSURANCE COMPANY - Continued

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

## NOTE I - FAIR VALUE MEASUREMENTS

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 or 2009.

## NOTE I - FAIR VALUE MEASUREMENTS - Continued

Mutual Funds

Valued at the closing price reported on the active market on which the individual securities are traded.

Investment Contract

Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note H).

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009.

**Assets at Fair Value as of December 31, 2010**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual Funds | | | | |
| Growth funds | $ 84,875,001 | $ - | $ - | $ 84,875,001 |
| Balanced funds | 26,141,478 | - | - | 26,141,478 |
| Fixed income funds | 18,020,278 | - | - | 18,020,278 |
| Investment contract | - | - | 60,191,340 | 60,191,340 |
| Total assets at fair value | $129,036,757 | $ - | $60,191,340 | $189,228,097 |

**Assets at Fair Value as of December 31, 2009**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual Funds | | | | |
| Growth funds | $ 79,511,296 | $ - | $ - | $ 79,511,296 |
| Balanced funds | 22,401,142 | - | - | 22,401,142 |
| Fixed income funds | 12,211,203 | - | - | 12,211,203 |
| Investment contract | - | - | 57,096,119 | 57,096,119 |
| Total assets at fair value | $114,123,641 | $ - | $57,096,119 | $171,219,760 |

## NOTE I - FAIR VALUE MEASUREMENTS - Continued

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets (investment contract) for the year ended December 31:

| | 2010 | 2009 |
|---|---|---|
| Balance, beginning of year | $57,096,119 | $60,923,158 |
| Realized gains | 5,561,375 | 1,860,781 |
| Unrealized gains/(losses) relating to instruments still held at the reporting date | - | - |
| Purchases, sales, issuances, adjustments and settlements (net) | (2,466,154) | (5,687,820) |
| Balance, end of year | $60,191,340 | $57,096,119 |

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefit.

## NOTE J - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 27, 2011, the date the financial statements were available to be issued, and determined there were no events that occurred that would have significantly affected the financial statements.

# SUPPLEMENTAL SCHEDULE

**NCH Corporation Retirement Savings Plan**

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2010

| (a) | (b) Identity of issue, borrower lessor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (e) Current value |
|---|---|---|---|
| * | NCH Stable Value Fund | Stable Value Fund (at fair value) | $ 60,191,340 |
| | Vanguard | Institutional Index | 24,709,985 |
| | Harbor International | Fund Institutional Class | 18,749,556 |
| | Vanguard | Mid-Cap Index | 18,331,891 |
| | PIMCO | Total Return Institutional Class | 15,664,459 |
| | Dodge & Cox | Stock | 14,445,565 |
| | American Funds | American Balanced | 13,473,942 |
| | Blackrock | LifePath 2020 Portfolio | 4,340,341 |
| | Royce | Total Return | 3,554,305 |
| | Baron | Growth Fund | 3,221,071 |
| | Blackrock | LifePath 2030 Portfolio | 3,171,931 |
| | Blackrock | LifePath 2040 Portfolio | 2,780,891 |
| | Blackrock | LifePath Retirement Portfolio | 2,220,544 |
| | Vanguard | Inflation Protected Securities | 1,648,974 |
| | E.I.I. Global | Property Institutional | 1,061,197 |
| | American Funds | Growth Fund | 801,431 |
| | Goldman Sachs | High Yield A | 706,845 |
| | Blackrock | LifePath 2050 Portfolio | 153,829 |
| | Total investments, at fair value | | $189,228,097 |
| * | Participants | Notes receivable from Participants with interest rates of 4.25% to 9.25% and maturity dates from December 2010 to January 2016 | $ 5,019,013 |

*Represents party-in-interest.

NOTE: Information on cost (column (d)) of the investment is excluded, as all investments are participant directed.

Financial Statements and Report of Independent Certified Public Accountants

# NCH Corporation Retirement Savings Plan

December 31, 2010 and 2009

**NCH Corporation Retirement Savings Plan**

## INDEX


| | Page |
|---|---|
| Report of Independent Certified Public Accountants | 2 |
| Financial Statements | |
| Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009 | 3 |
| Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2010 | 4 |
| Notes to Financial Statements | 5 |
| Supplemental Schedule | |
| Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010 | 17 |

Grant Thornton

## Report of Independent Certified Public Accountants

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Administrative Committee
NCH Corporation Retirement Savings Plan

We were engaged to audit the statements of net assets available for benefits of NCH Corporation Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009 and the statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedule of assets (held at end of year) as of December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by ING Institutional Plan Services, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants 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.

Grant Thornton LLP

Dallas, Texas
July 27, 2011

## NCH Corporation Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

| | 2010 | 2009 |
|---|---|---|
| **Assets** | | |
| Investments, at fair value | $189,228,097 | $171,219,760 |
| Receivables | | |
| Employer year-end discretionary contributions | 1,111,205 | 1,102,543 |
| Employee contributions | 349 | - |
| Notes receivable from participants | 5,019,013 | 4,903,111 |
| Total assets | 195,358,664 | 177,225,414 |
| **Liabilities** | | |
| Excess contributions payable | 57,259 | 182,117 |
| Total liabilities | 57,259 | 182,117 |
| Net assets available for benefits at fair value | 195,301,405 | 177,043,297 |
| Adjustment from fair value to contract value for interest in guaranteed funds relating to fully benefit-responsive investment contracts | (1,295,704) | 928,392 |
| **Net assets available for benefits** | $194,005,701 | $177,971,689 |

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

**NCH Corporation Retirement Savings Plan**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2010

| | |
|---|---|
| Additions to net assets attributed to: | |
| Investment income | |
| Dividend income | $ 2,719,251 |
| Net appreciation in fair value of investments | 16,224,913 |
| Net investment income | 18,944,164 |
| Interest income on notes receivable from participants | 325,581 |
| Contributions | |
| Participant | 8,835,346 |
| Employer | 3,266,643 |
| Employer year-end discretionary | 1,111,205 |
| Rollovers | 434,349 |
| Total contributions | 13,647,543 |
| Total additions | 32,917,288 |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 16,638,372 |
| Deemed participant loans | 161,810 |
| Excess contributions | 57,259 |
| Administrative expenses | 25,835 |
| Total deductions | 16,883,276 |
| Net increase | 16,034,012 |
| Net assets available for benefits, beginning of year | 177,971,689 |
| Net assets available for benefits, end of year | $194,005,701 |

The accompanying notes are an integral part of this financial statement.

## NOTE A - DESCRIPTION OF PLAN

The following is a brief description of the NCH Corporation Retirement Savings Plan (the "Plan"). Participants should refer to the Plan document or the Summary Plan Description for more complete information. NCH Corporation (the "Company," "Plan sponsor" or "Employer") established the Plan for the purpose of encouraging savings for retirement and to provide a tax-qualified facility for accumulation of funds to be used to provide benefits payable to an employee upon retirement, death, disability, termination of employment, or on certain other occasions.

Eligibility

All qualified employees who have attained the age of 18 and have completed 30 days of service are eligible to participate in the Plan. However, to receive the Employer matching and Employer year-end discretionary contributions, the employee must have been employed for a minimum of one year.

Contributions

Each eligible employee may elect to make a basic pretax contribution commencing on any entry date in any whole percentage from 1% to 50% of the employee's compensation, not to exceed certain limits as set forth by the Internal Revenue Code ("IRC") and the Plan document. The maximum contribution allowable by the IRC was $16,500 for 2010 and 2009. The Employer matching contribution is 100% of the participant contributions, up to 3% of eligible compensation. In addition, upon authorization by the Employer's Board of Directors, the Employer shall also make an additional contribution up to 100% of the first $750 of a participant's pre-tax deferral, provided the participant is still employed on the last day of the Plan year. Participants may also deposit distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. All contributions to the Plan are deposited into investment funds managed and held by ING National Trust (the "Trustee") as directed by the participants.

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

Benefit Payments

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to either (i) receive installment payments which are not less than $4,000 per year payable on an annual basis, (ii) receive a lump-sum amount, or (iii) if the account balance is greater than $5,000, defer payment up to age 70½.

Withdrawals are permitted upon the attainment of age 59½ or for alleviating financial hardships in accordance with Plan provisions. There were no amounts unpaid as of December 31, 2010 and 2009.

## NOTE A - DESCRIPTION OF PLAN - Continued

Vesting

All participant contributions are 100% vested when made. A participant who terminates service due to death, permanent disability, achievement of normal retirement age, or completes three years of service is fully vested in his or her Employer matching contributions. However, if a participant terminates his or her employment prior to three years of vesting service for any reason other than retirement, death or full and permanent disability, the participant's non-forfeitable or vested percentage will be zero. All participants are fully vested upon reaching the age of 65.

Forfeitures

Forfeited amounts are used to reduce the Employer's matching contributions. Forfeiture of nonvested Employer matching contributions totaled $39,992 and $120,257 in 2010 and 2009, respectively, which was used to reduce employer matching contributions and pay administrative expenses of the Plan. The total balance of the forfeiture account was $17,224 and $5,260 in 2010 and 2009, respectively.

Plan Administration

The Company may elect to pay the Plan's expenses. For the years ended December 31, 2010 and 2009, the participants paid the record keeper, ING Institutional Plan Services ("ING"), amounts totaling $25,835 and $19,714, respectively, in administration fees.

Termination Provisions

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, all participants will become 100% vested in their account balances and Plan assets will be distributed in accordance with the Plan document.

Participant Loans

Participants may borrow from their accounts subject to a minimum of $500. The maximum amount of any loan (when added to the outstanding balance of all prior loans) may not exceed the lesser of: (1) 50% of the participant's vested account balance or (2) $50,000, reduced by the highest balance of all outstanding loans to the participant during the one-year period ending on the first day of the month preceding the date of the loan in question. In addition, participants may have no more than two loans outstanding at any one time. The loans are secured by the remaining balance in the participant's account and bear interest at the Prime Rate plus 1%, as published in the Wall Street Journal on the first day of the previous month. Loan terms are either three or five years. Principal and interest are repaid in equal installments through payroll deductions and individual repayments made by the participant.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note I for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as deemed participant loans on the statement of changes in net assets available for benefits based upon the terms of the plan document.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Recent Accounting Pronouncements

In September 2010, the Financial Accounting Standards Board ("FASB") issued AU 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, which requires participant loans to be classified as notes receivable and measured at unpaid principal balance plus accrued but unpaid interest. Previously, these participant loans were classified as Plan investments and were subject to fair value measurement requirements of Financial Accounting Standards Board Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*. In its December 31, 2010 financial statements, the Plan adopted this new guidance and has reclassified participant loans from Plan investments to notes receivable from participants in the Statements of Net Assets Available for Benefits. Other than the reclassification requirements, the adoption of this standard did not have a material impact on the Plan's financial statements.

## NOTE C - TAX STATUS

The Internal Revenue Service advised the plan administrator on April 16, 2002 that the Plan constitutes a qualified retirement trust under Sec. 401(a) of the IRC, and is therefore exempt from federal income tax. The plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

## NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such elections, the plan administrator has obtained certifications from the Trustee that all of the information it provided is complete and accurate. Information included in the accompanying financial statements as to investments, net appreciation in fair value of investments, Plan income, and all information in the supplemental Schedule of Assets (held at end of year) is presented in reliance upon these certifications. At the request of the plan administrator, the Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

| | December 31, | |
|---|---|---|
| | 2010 | 2009 |
| Investments, at fair value | | |
| Mutual funds | $129,036,757 | $114,123,641 |
| Common/collective trust | 60,191,340 | 57,096,119 |
| Total investments | $189,228,097 | $171,219,760 |
| Notes receivable from participants | 5,019,013 | 4,903,111 |

| | Year ended December 31, 2010 |
|---|---|
| Net appreciation in fair value of investments | |
| Mutual funds | $12,887,634 |
| Common/collective trust | 3,337,279 |
| Dividend income | 2,719,251 |
| Net investment gain | $18,944,164 |

## NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) - Continued

The following table presents investments that represent 5% or more of the Plan's net assets at year-end. All funds are presented at fair value.

| | 2010 | 2009 |
|---|---|---|
| NCH Stable Value Fund* | $ 60,191,340 | $ 57,096,119 |
| Vanguard Institutional Index | 24,709,985 | - |
| Harbor International Fund Institutional Index | 18,749,556 | 17,409,729 |
| Vanguard Mid-Cap Index | 18,331,891 | - |
| PIMCO Total Return Institutional Class | 15,664,459 | 12,211,203 |
| Dodge & Cox Stock | 14,445,565 | - |
| American Funds American Balanced | 13,473,942 | - |
| Fayez Sarafirm & Co. Equity Fund | - | 14,058,121 |
| SSgA S&P 500 Index Fund | - | 13,041,241 |
| American Funds Balanced R-4 Fund | - | 12,356,676 |
| US Large Cap Core Fund | - | 10,647,134 |
| Bandywine Fund | - | 6,954,922 |
| | $165,566,738 | $143,775,145 |

* Represents estimated fair value. Contract value of this investment was $58,895,636 and $58,024,511 as of December 31, 2010 and 2009, respectively.

## NOTE E - RISKS AND UNCERTAINTIES

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

## NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor is responsible for the Plan's administration and Trustee expenses. Certain Plan investments are shares of mutual funds managed by the Trustee, a service provider to the Plan. Therefore, these transactions qualify as party-in-interest transactions.

## NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2010 and 2009:

| | 2010 | 2009 |
|---|---|---|
| Net assets available for benefits per the financial statements | $194,005,701 | $177,971,689 |
| Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts | 1,295,704 | (928,392) |
| Net assets available for benefits per the Form 5500 | $195,301,405 | $177,043,297 |
| Total change in net assets per the financial statements | $ 16,034,012 | |
| Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts | 2,224,096 | |
| Total change in net assets per the Form 5500 | $ 18,258,108 | |

As discussed in Note H, the Plan invests in fully benefit-responsive investment contracts. For financial reporting purposes, the net assets of the Plan include investment contracts recorded at contract value, while the Form 5500 is presented at fair value.

## NOTE H - INVESTMENT CONTRACT

The Stable Value Fund is the Company's fully benefit-responsive investment contract with Wells Fargo. Wells Fargo maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As more fully described below, the contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Wells Fargo.

## NOTE H - INVESTMENT CONTRACT - Continued

In accordance with ASC 962, *Plan Accounts Defined- Contribution Pension Plans*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. ASC 962 requires the statements of net assets available for benefits to present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

Wells Fargo is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. The minimum crediting rate under the contract is 1.50%.

| | 2010 | 2009 |
|---|---|---|
| Average yields: | | |
| Based on actual earnings[1] | 2.38% | 2.16% |
| Based on interest rate credited to participants[2] | 2.90% | 3.09% |

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

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(1) Computed by dividing the actual one-day earnings of the contract credited to the Plan on the last day of the plan year by the fair value of the investment on the last day of the plan year and then annualizing the result.

(2) Computed by dividing the annualized one-day earnings credited to participants on December 31, 2010 and 2009 by the fair value of investments on December 31, 2010 and 2009, respectively.

## NOTE H - INVESTMENT CONTRACT WITH INSURANCE COMPANY - Continued

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

## NOTE I - FAIR VALUE MEASUREMENTS

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 or 2009.

## NOTE I - FAIR VALUE MEASUREMENTS - Continued

Mutual Funds

Valued at the closing price reported on the active market on which the individual securities are traded.

Investment Contract

Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note H).

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009.

**Assets at Fair Value as of December 31, 2010**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual Funds | | | | |
| Growth funds | $ 84,875,001 | $ - | $ - | $ 84,875,001 |
| Balanced funds | 26,141,478 | - | - | 26,141,478 |
| Fixed income funds | 18,020,278 | - | - | 18,020,278 |
| Investment contract | - | - | 60,191,340 | 60,191,340 |
| Total assets at fair value | $129,036,757 | $ - | $60,191,340 | $189,228,097 |

**Assets at Fair Value as of December 31, 2009**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual Funds | | | | |
| Growth funds | $ 79,511,296 | $ - | $ - | $ 79,511,296 |
| Balanced funds | 22,401,142 | - | - | 22,401,142 |
| Fixed income funds | 12,211,203 | - | - | 12,211,203 |
| Investment contract | - | - | 57,096,119 | 57,096,119 |
| Total assets at fair value | $114,123,641 | $ - | $57,096,119 | $171,219,760 |

## NOTE I - FAIR VALUE MEASUREMENTS - Continued

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets (investment contract) for the year ended December 31:

| | 2010 | 2009 |
|---|---|---|
| Balance, beginning of year | $57,096,119 | $60,923,158 |
| Realized gains | 5,561,375 | 1,860,781 |
| Unrealized gains/(losses) relating to instruments still held at the reporting date | - | - |
| Purchases, sales, issuances, adjustments and settlements (net) | (2,466,154) | (5,687,820) |
| Balance, end of year | $60,191,340 | $57,096,119 |

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefit.

## NOTE J - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 27, 2011, the date the financial statements were available to be issued, and determined there were no events that occurred that would have significantly affected the financial statements.

# SUPPLEMENTAL SCHEDULE

**NCH Corporation Retirement Savings Plan**

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2010

| (a) | (b) Identity of issue, borrower lessor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (e) Current value |
|---|---|---|---|
| * | NCH Stable Value Fund | Stable Value Fund (at fair value) | $ 60,191,340 |
| | Vanguard | Institutional Index | 24,709,985 |
| | Harbor International | Fund Institutional Class | 18,749,556 |
| | Vanguard | Mid-Cap Index | 18,331,891 |
| | PIMCO | Total Return Institutional Class | 15,664,459 |
| | Dodge & Cox | Stock | 14,445,565 |
| | American Funds | American Balanced | 13,473,942 |
| | Blackrock | LifePath 2020 Portfolio | 4,340,341 |
| | Royce | Total Return | 3,554,305 |
| | Baron | Growth Fund | 3,221,071 |
| | Blackrock | LifePath 2030 Portfolio | 3,171,931 |
| | Blackrock | LifePath 2040 Portfolio | 2,780,891 |
| | Blackrock | LifePath Retirement Portfolio | 2,220,544 |
| | Vanguard | Inflation Protected Securities | 1,648,974 |
| | E.I.I. Global | Property Institutional | 1,061,197 |
| | American Funds | Growth Fund | 801,431 |
| | Goldman Sachs | High Yield A | 706,845 |
| | Blackrock | LifePath 2050 Portfolio | 153,829 |
| | Total investments, at fair value | | $189,228,097 |
| * | Participants | Notes receivable from Participants with interest rates of 4.25% to 9.25% and maturity dates from December 2010 to January 2016 | $ 5,019,013 |

*Represents party-in-interest.

NOTE: Information on cost (column (d)) of the investment is excluded, as all investments are participant directed.