

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
---	--	--

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
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 <u>BEHR RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1980</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1980</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1980</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>BEHR AMERICA, INC.</u> <u>2700 DALEY DRIVE</u> <u>TROY, MI 48083</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>75-2514629</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>248-743-8451</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>333410</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>75-2514629</u>	2c Sponsor's telephone number <u>248-743-8451</u>	2d Business code (see instructions) <u>333410</u>	
2b Employer Identification Number (EIN) <u>75-2514629</u>					
2c Sponsor's telephone number <u>248-743-8451</u>					
2d Business code (see instructions) <u>333410</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/09/2011	JENNIFER MENSING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/09/2011	TIFFINEY WOZNAK
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BEHR AMERICA, INC. 2700 DALEY DRIVE TROY, MI 48083	3b Administrator's EIN 75-2514629 3c Administrator's telephone number 248-743-8451
---	---

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	1128
---	----------	------

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	576
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	502
d Subtotal. Add lines 6a , 6b , and 6c	6d	1078
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	1079
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1020
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	14

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 2F 2G 2J 2K 2S 2T 3D 3F 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

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

a Pension Schedules

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

b General Schedules

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

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

<div>A Name of plan</div> <div>BEHR RETIREMENT SAVINGS PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>BEHR AMERICA, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>75-2514629</div>

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

T. ROWE PRICE RPS, INC.

52-1714114

(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?
15 21 25 28 37 38 49 50 52 59 62 63 64 65	NONE	5470	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WELLS FARGO FUNDS TRUST

41-0449260

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

JANUS FUNDS

43-1804048

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	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
JANUS FUNDS	28 59	0

(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.
JANUS OVERSEAS CLASS T 151 DETROIT STREET DENVER, CO 80206	INVESTMENT MANAGEMENT FEES BASED ON 0.95%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T. ROWE PRICE RPS, INC.	15 21 25 28 37 38 49 50 52 59 62 63 64 65	0

(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.
JANUS OVERSEAS CLASS T 151 DETROIT STREET DENVER, CO 80206	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.25%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
WELLS FARGO FUNDS TRUST	28 59	0

(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.
WELLS FARGO ADVANTAGE OPPORTUNITY P.O. BOX 8266 BOSTON, MA 02266	INVESTMENT MANAGEMENT FEES BASED ON 1.37%

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
T. ROWE PRICE RPS, INC.	15 21 25 28 37 38 49 50 52 59 62 63 64 65	0

(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.	
WELLS FARGO ADVANTAGE OPPORTUNITY P.O. BOX 8266 BOSTON, MA 02266	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.45%	

(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:

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

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 BEHR RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BEHR AMERICA, INC.	D Employer Identification Number (EIN) 75-2514629	

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)	1302224	1134634
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1233566	1331410
(9) Value of interest in common/collective trusts.....	1c(9)	7175622	7929229
(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)	39910742	45702518
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	49622154	56097791

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	49622154	56097791
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1134684	
(B) Participants	2a(1)(B)	2813126	
(C) Others (including rollovers)	2a(1)(C)	274586	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4222396

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)	79402	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		79402

(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)	833031	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		833031

(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)		346286
(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)		5910034
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		11391149

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4909459	
(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)		4909459
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5470	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5470
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4914929

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6476220
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		583

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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)
BEHR DAYTON RETIREMENT SAVINGS PLAN	02-0574546	002

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 <u>BEHR RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BEHR AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>75-2514629</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<u>1</u>	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>52-1481931</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<u>3</u>	

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

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

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

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

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

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

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% 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
SUPPLEMENTAL SCHEDULE

Behr Retirement Savings Plan
December 31, 2010 and 2009, and
Year Ended December 31, 2009
With Report of Independent Auditors

Ernst & Young LLP

Behr Retirement Savings Plan
Financial Statements and Supplemental Schedule
December 31, 2010 and 2009, and
Year Ended December 31, 2009

Contents

Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements.....	4
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14

Report of Independent Auditors

The Retirement Plans Committee
Behr Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Behr Retirement Savings Plan (the Plan) as of December 31, 2010 and 2009, and the related 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. These financial statements and 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 investment information referenced in Note 4, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing such 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 investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

August 1, 2011

Behr Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2010	2009
Assets		
Investments, at fair value:		
Mutual funds	\$ 45,702,518	\$ 39,910,742
Common trust fund	7,929,229	7,175,622
Total investments	53,631,747	47,086,364
Receivables:		
Notes receivable from participants	1,331,410	1,233,566
Employer contributions	1,134,634	1,302,224
Total receivables	2,466,044	2,535,790
Net assets available for benefits at fair value	56,097,791	49,622,154
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(286,596)	(215,482)
Net assets available for benefits	\$ 55,811,195	\$ 49,406,672

See accompanying notes.

Behr Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 2010

Additions

Employer contributions	\$ 1,134,684
Participant contributions	2,813,126
Participant rollover contributions	274,586
Total additions	<u>4,222,396</u>

Deductions

Benefit payments	4,909,459
Administrative expenses	5,470
Transfers to the Behr Dayton Retirement Savings Plan	583
Total deductions	<u>4,915,512</u>

Investment income

Interest and dividends	1,187,605
Net realized and unrealized appreciation in fair value of mutual fund investments	<u>5,910,034</u>
Total investment gain	<u>7,097,639</u>
Net increase	<u>6,404,523</u>

Net assets available for benefits:

Beginning of year	<u>49,406,672</u>
End of year	<u><u>\$ 55,811,195</u></u>

See accompanying notes.

Behr Retirement Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

1. Description of the Plan

The following description of the Behr Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of Behr America, Inc. and certain of its subsidiaries (the Company and the Plan Sponsor). The Plan is administered by the Plan Sponsor as directed by the Retirement Plans Committee appointed by the Board of Directors of the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants may contribute up to 20% of pretax annual compensation, as defined by the Plan, up to the annual Internal Revenue Service (IRS) limit. Participants that are 50 or older during the plan year may also contribute catch-up contributions up to the annual IRS limit. Participants may also roll over distributions from other qualified defined benefit or defined contribution plans. Participants must be employed by the Company on the last day of the plan year and be enrolled in the Plan to be credited with any employer contributions. However, beginning January 1, 2008, participants who terminate during the year due to death, disability, and retirement are also eligible for employer contributions as well as participants whose jobs were eliminated due to a reduction in force and who accepted a General Release and Separation Agreement.

The employer matching contribution is based on the following scale:

Cumulative Employee Contribution	Cumulative Employer Matching Contribution
1%	1.5%
2%	2.5%
3%	2.9%
4%	3.3%
5%-20%	3.7%

Behr Retirement Savings Plan

Notes to Financial Statements

1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) net plan earnings. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are used to reduce future employer contributions. There were \$81,446 and \$70,107 of unallocated forfeitures included in plan assets at December 31, 2010 and 2009, respectively. The amount of forfeitures used to reduce employer contributions for 2010 was \$81,670. The benefit to which a participant is entitled is the benefit that can be provided from the participant account. Participants direct the investment of their accounts among the investment funds offered by the Plan.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants have vested rights to the Company's contribution of 20% after two years of service, 40% after three years of service, 66% after four years of service, and are fully vested after five years of service.

During 2009, it was determined that more than 20% of the Plan's participants were terminated due to downsizing efforts made by the Company in 2008 and 2009. This resulted in a partial termination of the Plan, and all participants that were terminated in 2008 and 2009 became fully vested in their benefits regardless of whether they actually met the vesting requirements of the Plan. The financial statements include an employer contribution receivable of \$108,109 as of December 31, 2009, which represents the amount that the Company contributed to the Plan in 2010 to cover amounts previously forfeited by the terminated participants during 2008 and 2009.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to 50% of their vested account balance with a maximum loan of \$50,000. Loan terms range up to five years unless the loan proceeds are used for the purchase of a primary residence of the participant; in which case, they are determined at the time the loan is made up to ten years. The loans are secured by the balance in the participant's account and bear interest at the prime rate published in *The Wall Street Journal* plus 2%. Principal and interest are paid through payroll deductions.

Behr Retirement Savings Plan

Notes to Financial Statements

1. Description of the Plan (continued)

Payment of Benefits

Participants or their beneficiaries may receive lump-sum distributions of their vested account balance upon retirement, death, disability, or termination of service.

Participants have the option to receive a hardship distribution from their deferral contributions account prior to separation from service.

Transfers

Participants in the Behr Dayton Retirement Savings Plan (a related plan) who become an employee of the Company may have their account balance transferred to the Plan. Participants in the Plan who become an employee of Behr Dayton Thermal Products, LLC may have their participant account balance transferred to the Behr Dayton Retirement Savings Plan.

Plan Termination

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 terminate the Plan subject to provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts, and all assets of the Plan will be distributed to the participants at the discretion of the employer or continue to be held in a trust fund to be distributed to each participant upon retirement, death, permanent disability, or termination of employment.

Administrative Expenses

All expenses of plan administration may be paid out of plan assets unless paid by the Company at its discretion. Certain administrative expenses, such as services performed by officers, employees, or subcontractors of the Company, have been paid by the Company on behalf of the Plan.

Behr Retirement Savings Plan

Notes to Financial Statements

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion and disclosures related to fair value measurements.

The Stable Value Common Trust Fund invests in fully benefit-responsive investment contracts. This fund is recorded at fair value (see Note 3); however, since these contracts are fully benefit responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. 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 represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2010 or 2009. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Behr Retirement Savings Plan

Notes to Financial Statements

2. Summary of Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarifies that disclosures should be presented separately for each “class” of assets and liabilities measured at fair value and provides guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarifies the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduces new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan’s net assets available for benefits or its changes in net assets available for benefits.

In September 2010, the FASB issued ASU 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued but unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010, and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of participant loans from the amount previously reported as of December 31, 2009. Participant loans have been reclassified to notes receivable from participants as of December 31, 2009.

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements

Accounting Standards Codification (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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, or 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 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end as quoted in the active markets.

Stable Value Common Trust Fund: This category includes a common/collective trust fund that is designed to maximize current income consistent with the maintenance of principal and to provide for withdrawals for certain participant-initiated transactions under a retirement plan without penalty or adjustment.

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements (continued)

This fund is primarily invested in guaranteed investment contracts issued by insurance companies; investment contracts issued by banks; structured or synthetic investment contracts (SIGs), as well as securities supporting such SICs (underlying assets); separate account contracts; and other similar instruments that are intended to maintain a constant net asset value while permitting participant-initiated, benefit-responsive withdrawals for certain events (collectively, investment contract). Participant-directed redemptions have no restrictions; however, the Plan is required to provide a 12-month redemption notice to the trustee prior to redemption of trust units; the notice period may be shortened or waived by the trustee in its sole discretion. The fair value of the investment in this category has been estimated using the net asset value per share.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 22,806,592	\$ –	\$ –	\$ 22,806,592
International equities	7,266,994	–	–	7,266,994
Lifecycle funds	15,628,932	–	–	15,628,932
Stable Value Common Trust				
Fund	–	7,929,229	–	7,929,229
	<u>\$ 45,702,518</u>	<u>\$ 7,929,229</u>	<u>\$ –</u>	<u>\$ 53,631,747</u>

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 19,763,071	\$ —	\$ —	\$ 19,763,071
International equities	6,546,088	—	—	6,546,088
Lifecycle funds	13,601,583	—	—	13,601,583
Stable Value Common Trust Fund	—	7,175,622	—	7,175,622
	<u>\$ 39,910,742</u>	<u>\$ 7,175,622</u>	<u>\$ —</u>	<u>\$ 47,086,364</u>

4. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held, notes receivable from participants, and the adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010 and 2009, and net realized and unrealized appreciation in fair value of mutual funds, interest, dividends, and investment expenses for the year ended December 31, 2010, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee, T. Rowe Price Trust Company.

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

	December 31	
	2010	2009
Stable Value Common Trust Fund	\$ 7,929,229	\$ 7,175,622
Equity Income Fund	4,024,171	3,640,353
Spectrum Income Fund	2,886,986	2,721,932
Blue Chip Growth Fund	3,387,202	2,796,841
Equity Index 500 Fund	3,945,078	3,854,186
Retirement 2010 Fund	4,788,527	4,405,142
Retirement 2020 Fund	4,981,082	4,576,001
Janus Overseas Fund	7,266,994	6,546,088
Small Cap Stock Fund	2,939,034	2,299,589

Behr Retirement Savings Plan

Notes to Financial Statements

5. Risks and Uncertainties

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

6. Income Tax Status

The Plan has received a determination letter from the IRS dated February 17, 2005, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and as a result the plan received an updated determination letter as of May 5, 2011. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Behr Retirement Savings Plan

Notes to Financial Statements

7. Differences Between Financial Statements and Form 5500

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

	December 31	
	2010	2009
Net assets available for benefits as reported in the Plan's financial statements	\$ 55,811,195	\$ 49,406,672
Adjustments from contract value to fair value for fully benefit-responsive investment contracts	286,596	215,482
Net assets available for benefits per the Form 5500	<u>\$ 56,097,791</u>	<u>\$ 49,622,154</u>

The following is a reconciliation of net investment gain from investments:

Interest and dividends	\$ 1,187,605
Net realized and unrealized appreciation in fair value of investments	<u>5,910,034</u>
Net investment gain from investments as reported in the financial statements	7,097,639
Adjustment from contract value for fully benefit-responsive investment contracts	<u>71,113</u>
Net investment gain from investments as reported in the Form 5500	<u>\$ 7,168,752</u>

8. Subsequent Events

Management evaluated subsequent events for the Plan through August 1, 2011, the date the financial statements were available to be issued.

Supplemental Schedule

Behr Retirement Savings Plan

EIN 75 – 2514629 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2010

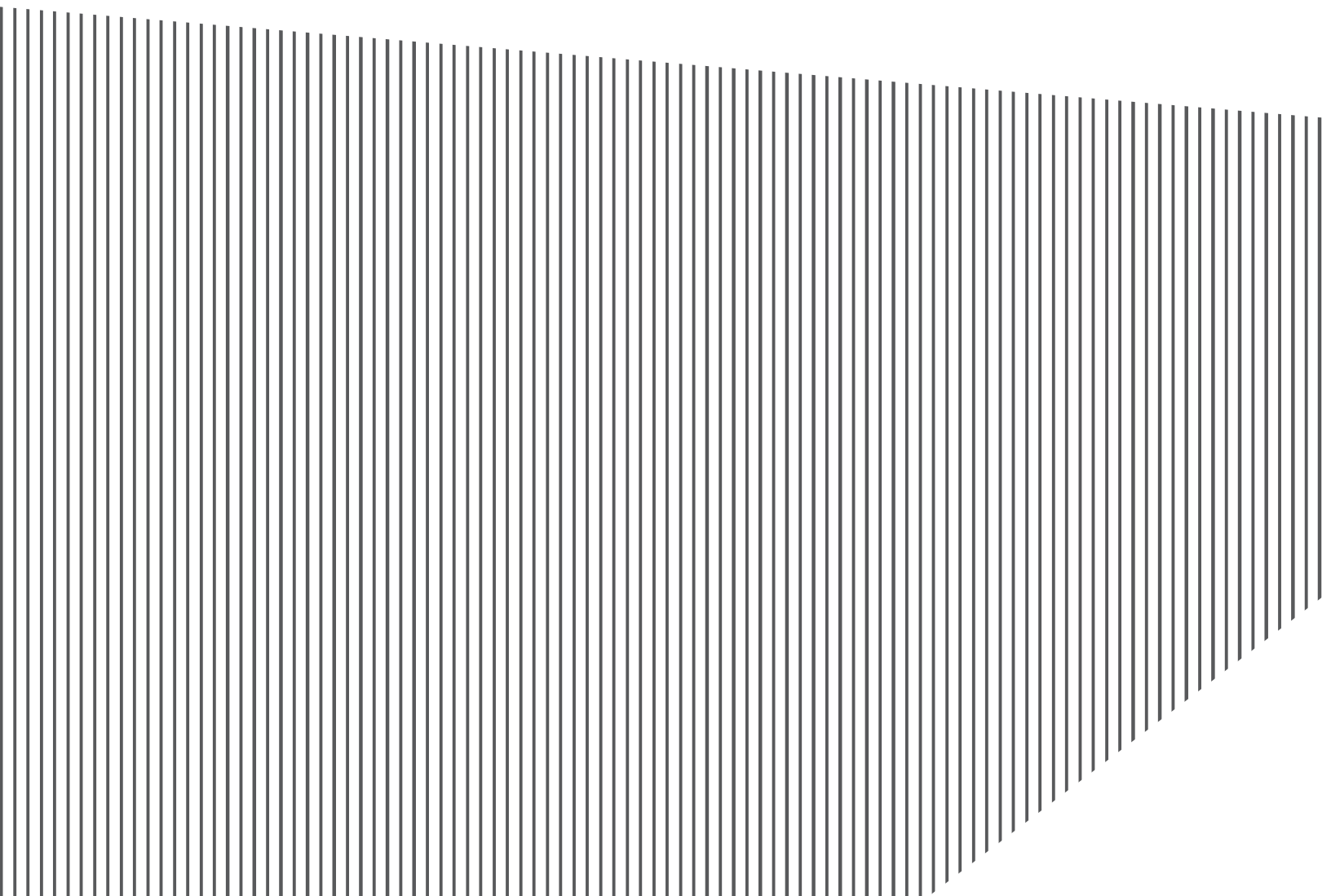
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Year Value
* T. Rowe Price Trust Company	Janus Overseas Fund, 143,503 shares	\$ 7,266,994
	New Horizons Fund, 39,765 shares	1,331,745
	Mid-Cap Value Fund, 95,420 shares	2,262,413
	Retirement Income Fund, 43,837 shares	574,705
	Retirement 2005 Fund, 15,993 shares	181,362
	Retirement 2010 Fund, 312,160 shares	4,788,527
	Retirement 2015 Fund, 19,895 shares	236,556
	Retirement 2020 Fund, 302,986 shares	4,981,082
	Retirement 2025 Fund, 12,116 shares	145,877
	Retirement 2030 Fund, 148,066 shares	2,558,577
	Retirement 2035 Fund, 18,573 shares	227,143
	Retirement 2040 Fund, 105,154 shares	1,831,776
	Retirement 2045 Fund, 5,270 shares	61,181
	Retirement 2050 Fund, 2,243 shares	21,851
	Retirement 2055 Fund, 2,108 shares	20,295
	Equity Index 500 Fund, 116,511 shares	3,945,078
	Small Cap Stock Fund, 85,363 shares	2,939,034
	Equity Income Fund, 169,868 shares	4,024,171
	Spectrum Income Fund, 233,575 shares	2,886,986
	Mid-Cap Growth Fund, 34,676 shares	2,029,564
	Blue Chip Growth Fund, 88,833 shares	3,387,202
	Wells Fargo Adv. Opps. Fund, 10 shares	399
	Stable Value Common Trust Fund, 7,642,634 shares Interest rate range: 5.25% to 10.25%; with varying maturity dates	7,929,229
		<u>1,331,410</u>
* Loans to participants		\$ 54,963,157
* Party in interest		

About Ernst & Young

Ernst & Young is a global leader in assurance, tax, transaction and advisory services. Worldwide, our 141,000 people are united by our shared values and an unwavering commitment to quality. We make a difference by helping our people, our clients and our wider communities achieve their potential.

For more information, please visit www.ey.com

Ernst & Young refers to the global organization of member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. This Report has been prepared by Ernst & Young LLP, a client serving member firm located in the United States.



FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Behr Retirement Savings Plan
December 31, 2010 and 2009, and
Year Ended December 31, 2009
With Report of Independent Auditors

Ernst & Young LLP

Behr Retirement Savings Plan
Financial Statements and Supplemental Schedule

December 31, 2010 and 2009, and
Year Ended December 31, 2009

Contents

Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements.....	4
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14

Report of Independent Auditors

The Retirement Plans Committee
Behr Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Behr Retirement Savings Plan (the Plan) as of December 31, 2010 and 2009, and the related 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. These financial statements and 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 investment information referenced in Note 4, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing such 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 investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

August 1, 2011

Behr Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2010	2009
Assets		
Investments, at fair value:		
Mutual funds	\$ 45,702,518	\$ 39,910,742
Common trust fund	7,929,229	7,175,622
Total investments	53,631,747	47,086,364
Receivables:		
Notes receivable from participants	1,331,410	1,233,566
Employer contributions	1,134,634	1,302,224
Total receivables	2,466,044	2,535,790
Net assets available for benefits at fair value	56,097,791	49,622,154
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(286,596)	(215,482)
Net assets available for benefits	<u>\$ 55,811,195</u>	<u>\$ 49,406,672</u>

See accompanying notes.

Behr Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 2010

Additions

Employer contributions	\$ 1,134,684
Participant contributions	2,813,126
Participant rollover contributions	274,586
Total additions	<u>4,222,396</u>

Deductions

Benefit payments	4,909,459
Administrative expenses	5,470
Transfers to the Behr Dayton Retirement Savings Plan	583
Total deductions	<u>4,915,512</u>

Investment income

Interest and dividends	1,187,605
Net realized and unrealized appreciation in fair value of mutual fund investments	<u>5,910,034</u>
Total investment gain	<u>7,097,639</u>
Net increase	<u>6,404,523</u>

Net assets available for benefits:

Beginning of year	<u>49,406,672</u>
End of year	<u><u>\$ 55,811,195</u></u>

See accompanying notes.

Behr Retirement Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

1. Description of the Plan

The following description of the Behr Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of Behr America, Inc. and certain of its subsidiaries (the Company and the Plan Sponsor). The Plan is administered by the Plan Sponsor as directed by the Retirement Plans Committee appointed by the Board of Directors of the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants may contribute up to 20% of pretax annual compensation, as defined by the Plan, up to the annual Internal Revenue Service (IRS) limit. Participants that are 50 or older during the plan year may also contribute catch-up contributions up to the annual IRS limit. Participants may also roll over distributions from other qualified defined benefit or defined contribution plans. Participants must be employed by the Company on the last day of the plan year and be enrolled in the Plan to be credited with any employer contributions. However, beginning January 1, 2008, participants who terminate during the year due to death, disability, and retirement are also eligible for employer contributions as well as participants whose jobs were eliminated due to a reduction in force and who accepted a General Release and Separation Agreement.

The employer matching contribution is based on the following scale:

Cumulative Employee Contribution	Cumulative Employer Matching Contribution
1%	1.5%
2%	2.5%
3%	2.9%
4%	3.3%
5%-20%	3.7%

Behr Retirement Savings Plan

Notes to Financial Statements

1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) net plan earnings. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are used to reduce future employer contributions. There were \$81,446 and \$70,107 of unallocated forfeitures included in plan assets at December 31, 2010 and 2009, respectively. The amount of forfeitures used to reduce employer contributions for 2010 was \$81,670. The benefit to which a participant is entitled is the benefit that can be provided from the participant account. Participants direct the investment of their accounts among the investment funds offered by the Plan.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants have vested rights to the Company's contribution of 20% after two years of service, 40% after three years of service, 66% after four years of service, and are fully vested after five years of service.

During 2009, it was determined that more than 20% of the Plan's participants were terminated due to downsizing efforts made by the Company in 2008 and 2009. This resulted in a partial termination of the Plan, and all participants that were terminated in 2008 and 2009 became fully vested in their benefits regardless of whether they actually met the vesting requirements of the Plan. The financial statements include an employer contribution receivable of \$108,109 as of December 31, 2009, which represents the amount that the Company contributed to the Plan in 2010 to cover amounts previously forfeited by the terminated participants during 2008 and 2009.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to 50% of their vested account balance with a maximum loan of \$50,000. Loan terms range up to five years unless the loan proceeds are used for the purchase of a primary residence of the participant; in which case, they are determined at the time the loan is made up to ten years. The loans are secured by the balance in the participant's account and bear interest at the prime rate published in *The Wall Street Journal* plus 2%. Principal and interest are paid through payroll deductions.

Behr Retirement Savings Plan

Notes to Financial Statements

1. Description of the Plan (continued)

Payment of Benefits

Participants or their beneficiaries may receive lump-sum distributions of their vested account balance upon retirement, death, disability, or termination of service.

Participants have the option to receive a hardship distribution from their deferral contributions account prior to separation from service.

Transfers

Participants in the Behr Dayton Retirement Savings Plan (a related plan) who become an employee of the Company may have their account balance transferred to the Plan. Participants in the Plan who become an employee of Behr Dayton Thermal Products, LLC may have their participant account balance transferred to the Behr Dayton Retirement Savings Plan.

Plan Termination

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 terminate the Plan subject to provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts, and all assets of the Plan will be distributed to the participants at the discretion of the employer or continue to be held in a trust fund to be distributed to each participant upon retirement, death, permanent disability, or termination of employment.

Administrative Expenses

All expenses of plan administration may be paid out of plan assets unless paid by the Company at its discretion. Certain administrative expenses, such as services performed by officers, employees, or subcontractors of the Company, have been paid by the Company on behalf of the Plan.

Behr Retirement Savings Plan

Notes to Financial Statements

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion and disclosures related to fair value measurements.

The Stable Value Common Trust Fund invests in fully benefit-responsive investment contracts. This fund is recorded at fair value (see Note 3); however, since these contracts are fully benefit responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. 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 represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2010 or 2009. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Behr Retirement Savings Plan

Notes to Financial Statements

2. Summary of Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarifies that disclosures should be presented separately for each “class” of assets and liabilities measured at fair value and provides guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarifies the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduces new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan’s net assets available for benefits or its changes in net assets available for benefits.

In September 2010, the FASB issued ASU 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued but unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010, and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of participant loans from the amount previously reported as of December 31, 2009. Participant loans have been reclassified to notes receivable from participants as of December 31, 2009.

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements

Accounting Standards Codification (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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, or 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 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end as quoted in the active markets.

Stable Value Common Trust Fund: This category includes a common/collective trust fund that is designed to maximize current income consistent with the maintenance of principal and to provide for withdrawals for certain participant-initiated transactions under a retirement plan without penalty or adjustment.

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements (continued)

This fund is primarily invested in guaranteed investment contracts issued by insurance companies; investment contracts issued by banks; structured or synthetic investment contracts (SIGs), as well as securities supporting such SICs (underlying assets); separate account contracts; and other similar instruments that are intended to maintain a constant net asset value while permitting participant-initiated, benefit-responsive withdrawals for certain events (collectively, investment contract). Participant-directed redemptions have no restrictions; however, the Plan is required to provide a 12-month redemption notice to the trustee prior to redemption of trust units; the notice period may be shortened or waived by the trustee in its sole discretion. The fair value of the investment in this category has been estimated using the net asset value per share.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 22,806,592	\$ –	\$ –	\$ 22,806,592
International equities	7,266,994	–	–	7,266,994
Lifecycle funds	15,628,932	–	–	15,628,932
Stable Value Common Trust				
Fund	–	7,929,229	–	7,929,229
	<u>\$ 45,702,518</u>	<u>\$ 7,929,229</u>	<u>\$ –</u>	<u>\$ 53,631,747</u>

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 19,763,071	\$ —	\$ —	\$ 19,763,071
International equities	6,546,088	—	—	6,546,088
Lifecycle funds	13,601,583	—	—	13,601,583
Stable Value Common Trust Fund	—	7,175,622	—	7,175,622
	<u>\$ 39,910,742</u>	<u>\$ 7,175,622</u>	<u>\$ —</u>	<u>\$ 47,086,364</u>

4. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held, notes receivable from participants, and the adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010 and 2009, and net realized and unrealized appreciation in fair value of mutual funds, interest, dividends, and investment expenses for the year ended December 31, 2010, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee, T. Rowe Price Trust Company.

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

	December 31	
	2010	2009
Stable Value Common Trust Fund	\$ 7,929,229	\$ 7,175,622
Equity Income Fund	4,024,171	3,640,353
Spectrum Income Fund	2,886,986	2,721,932
Blue Chip Growth Fund	3,387,202	2,796,841
Equity Index 500 Fund	3,945,078	3,854,186
Retirement 2010 Fund	4,788,527	4,405,142
Retirement 2020 Fund	4,981,082	4,576,001
Janus Overseas Fund	7,266,994	6,546,088
Small Cap Stock Fund	2,939,034	2,299,589

Behr Retirement Savings Plan

Notes to Financial Statements

5. Risks and Uncertainties

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

6. Income Tax Status

The Plan has received a determination letter from the IRS dated February 17, 2005, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and as a result the plan received an updated determination letter as of May 5, 2011. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Behr Retirement Savings Plan

Notes to Financial Statements

7. Differences Between Financial Statements and Form 5500

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

	December 31	
	2010	2009
Net assets available for benefits as reported in the Plan's financial statements	\$ 55,811,195	\$ 49,406,672
Adjustments from contract value to fair value for fully benefit-responsive investment contracts	286,596	215,482
Net assets available for benefits per the Form 5500	<u>\$ 56,097,791</u>	<u>\$ 49,622,154</u>

The following is a reconciliation of net investment gain from investments:

Interest and dividends	\$ 1,187,605
Net realized and unrealized appreciation in fair value of investments	<u>5,910,034</u>
Net investment gain from investments as reported in the financial statements	7,097,639
Adjustment from contract value for fully benefit-responsive investment contracts	<u>71,113</u>
Net investment gain from investments as reported in the Form 5500	<u>\$ 7,168,752</u>

8. Subsequent Events

Management evaluated subsequent events for the Plan through August 1, 2011, the date the financial statements were available to be issued.

Supplemental Schedule

Behr Retirement Savings Plan

EIN 75 – 2514629 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2010

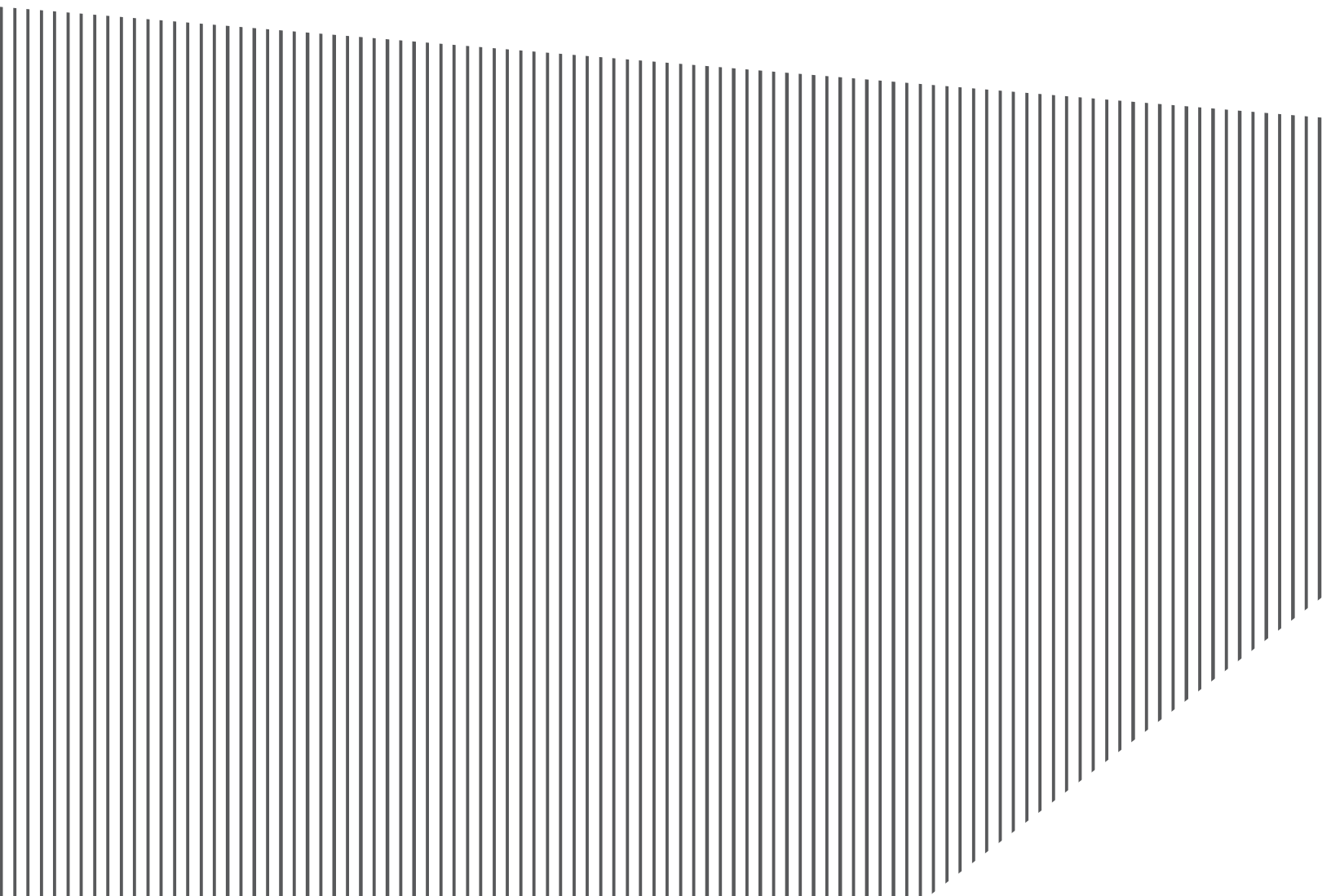
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Year Value
* T. Rowe Price Trust Company	Janus Overseas Fund, 143,503 shares	\$ 7,266,994
	New Horizons Fund, 39,765 shares	1,331,745
	Mid-Cap Value Fund, 95,420 shares	2,262,413
	Retirement Income Fund, 43,837 shares	574,705
	Retirement 2005 Fund, 15,993 shares	181,362
	Retirement 2010 Fund, 312,160 shares	4,788,527
	Retirement 2015 Fund, 19,895 shares	236,556
	Retirement 2020 Fund, 302,986 shares	4,981,082
	Retirement 2025 Fund, 12,116 shares	145,877
	Retirement 2030 Fund, 148,066 shares	2,558,577
	Retirement 2035 Fund, 18,573 shares	227,143
	Retirement 2040 Fund, 105,154 shares	1,831,776
	Retirement 2045 Fund, 5,270 shares	61,181
	Retirement 2050 Fund, 2,243 shares	21,851
	Retirement 2055 Fund, 2,108 shares	20,295
	Equity Index 500 Fund, 116,511 shares	3,945,078
	Small Cap Stock Fund, 85,363 shares	2,939,034
	Equity Income Fund, 169,868 shares	4,024,171
	Spectrum Income Fund, 233,575 shares	2,886,986
	Mid-Cap Growth Fund, 34,676 shares	2,029,564
	Blue Chip Growth Fund, 88,833 shares	3,387,202
	Wells Fargo Adv. Opps. Fund, 10 shares	399
	Stable Value Common Trust Fund, 7,642,634 shares Interest rate range: 5.25% to 10.25%; with varying maturity dates	7,929,229 <u>1,331,410</u>
* Loans to participants		\$ 54,963,157
* Party in interest		

About Ernst & Young

Ernst & Young is a global leader in assurance, tax, transaction and advisory services. Worldwide, our 141,000 people are united by our shared values and an unwavering commitment to quality. We make a difference by helping our people, our clients and our wider communities achieve their potential.

For more information, please visit www.ey.com

Ernst & Young refers to the global organization of member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. This Report has been prepared by Ernst & Young LLP, a client serving member firm located in the United States.



FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Behr Retirement Savings Plan
December 31, 2010 and 2009, and
Year Ended December 31, 2009
With Report of Independent Auditors

Ernst & Young LLP



Behr Retirement Savings Plan
Financial Statements and Supplemental Schedule
December 31, 2010 and 2009, and
Year Ended December 31, 2009

Contents

Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements.....	4
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14

Report of Independent Auditors

The Retirement Plans Committee
Behr Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Behr Retirement Savings Plan (the Plan) as of December 31, 2010 and 2009, and the related 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. These financial statements and 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 investment information referenced in Note 4, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing such 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 investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

August 1, 2011

Behr Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2010	2009
Assets		
Investments, at fair value:		
Mutual funds	\$ 45,702,518	\$ 39,910,742
Common trust fund	7,929,229	7,175,622
Total investments	53,631,747	47,086,364
Receivables:		
Notes receivable from participants	1,331,410	1,233,566
Employer contributions	1,134,634	1,302,224
Total receivables	2,466,044	2,535,790
Net assets available for benefits at fair value	56,097,791	49,622,154
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(286,596)	(215,482)
Net assets available for benefits	<u>\$ 55,811,195</u>	<u>\$ 49,406,672</u>

See accompanying notes.

Behr Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 2010

Additions

Employer contributions	\$ 1,134,684
Participant contributions	2,813,126
Participant rollover contributions	<u>274,586</u>
Total additions	4,222,396

Deductions

Benefit payments	4,909,459
Administrative expenses	5,470
Transfers to the Behr Dayton Retirement Savings Plan	<u>583</u>
Total deductions	4,915,512

Investment income

Interest and dividends	1,187,605
Net realized and unrealized appreciation in fair value of mutual fund investments	<u>5,910,034</u>
Total investment gain	<u>7,097,639</u>
Net increase	6,404,523

Net assets available for benefits:

Beginning of year	<u>49,406,672</u>
End of year	<u><u>\$ 55,811,195</u></u>

See accompanying notes.

Behr Retirement Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

1. Description of the Plan

The following description of the Behr Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of Behr America, Inc. and certain of its subsidiaries (the Company and the Plan Sponsor). The Plan is administered by the Plan Sponsor as directed by the Retirement Plans Committee appointed by the Board of Directors of the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants may contribute up to 20% of pretax annual compensation, as defined by the Plan, up to the annual Internal Revenue Service (IRS) limit. Participants that are 50 or older during the plan year may also contribute catch-up contributions up to the annual IRS limit. Participants may also roll over distributions from other qualified defined benefit or defined contribution plans. Participants must be employed by the Company on the last day of the plan year and be enrolled in the Plan to be credited with any employer contributions. However, beginning January 1, 2008, participants who terminate during the year due to death, disability, and retirement are also eligible for employer contributions as well as participants whose jobs were eliminated due to a reduction in force and who accepted a General Release and Separation Agreement.

The employer matching contribution is based on the following scale:

Cumulative Employee Contribution	Cumulative Employer Matching Contribution
1%	1.5%
2%	2.5%
3%	2.9%
4%	3.3%
5%-20%	3.7%

Behr Retirement Savings Plan

Notes to Financial Statements

1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) net plan earnings. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are used to reduce future employer contributions. There were \$81,446 and \$70,107 of unallocated forfeitures included in plan assets at December 31, 2010 and 2009, respectively. The amount of forfeitures used to reduce employer contributions for 2010 was \$81,670. The benefit to which a participant is entitled is the benefit that can be provided from the participant account. Participants direct the investment of their accounts among the investment funds offered by the Plan.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants have vested rights to the Company's contribution of 20% after two years of service, 40% after three years of service, 66% after four years of service, and are fully vested after five years of service.

During 2009, it was determined that more than 20% of the Plan's participants were terminated due to downsizing efforts made by the Company in 2008 and 2009. This resulted in a partial termination of the Plan, and all participants that were terminated in 2008 and 2009 became fully vested in their benefits regardless of whether they actually met the vesting requirements of the Plan. The financial statements include an employer contribution receivable of \$108,109 as of December 31, 2009, which represents the amount that the Company contributed to the Plan in 2010 to cover amounts previously forfeited by the terminated participants during 2008 and 2009.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to 50% of their vested account balance with a maximum loan of \$50,000. Loan terms range up to five years unless the loan proceeds are used for the purchase of a primary residence of the participant; in which case, they are determined at the time the loan is made up to ten years. The loans are secured by the balance in the participant's account and bear interest at the prime rate published in *The Wall Street Journal* plus 2%. Principal and interest are paid through payroll deductions.

Behr Retirement Savings Plan

Notes to Financial Statements

1. Description of the Plan (continued)

Payment of Benefits

Participants or their beneficiaries may receive lump-sum distributions of their vested account balance upon retirement, death, disability, or termination of service.

Participants have the option to receive a hardship distribution from their deferral contributions account prior to separation from service.

Transfers

Participants in the Behr Dayton Retirement Savings Plan (a related plan) who become an employee of the Company may have their account balance transferred to the Plan. Participants in the Plan who become an employee of Behr Dayton Thermal Products, LLC may have their participant account balance transferred to the Behr Dayton Retirement Savings Plan.

Plan Termination

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 terminate the Plan subject to provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts, and all assets of the Plan will be distributed to the participants at the discretion of the employer or continue to be held in a trust fund to be distributed to each participant upon retirement, death, permanent disability, or termination of employment.

Administrative Expenses

All expenses of plan administration may be paid out of plan assets unless paid by the Company at its discretion. Certain administrative expenses, such as services performed by officers, employees, or subcontractors of the Company, have been paid by the Company on behalf of the Plan.

Behr Retirement Savings Plan

Notes to Financial Statements

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion and disclosures related to fair value measurements.

The Stable Value Common Trust Fund invests in fully benefit-responsive investment contracts. This fund is recorded at fair value (see Note 3); however, since these contracts are fully benefit responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. 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 represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2010 or 2009. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Behr Retirement Savings Plan

Notes to Financial Statements

2. Summary of Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarifies that disclosures should be presented separately for each “class” of assets and liabilities measured at fair value and provides guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarifies the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduces new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan’s net assets available for benefits or its changes in net assets available for benefits.

In September 2010, the FASB issued ASU 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued but unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010, and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of participant loans from the amount previously reported as of December 31, 2009. Participant loans have been reclassified to notes receivable from participants as of December 31, 2009.

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements

Accounting Standards Codification (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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, or 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 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end as quoted in the active markets.

Stable Value Common Trust Fund: This category includes a common/collective trust fund that is designed to maximize current income consistent with the maintenance of principal and to provide for withdrawals for certain participant-initiated transactions under a retirement plan without penalty or adjustment.

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements (continued)

This fund is primarily invested in guaranteed investment contracts issued by insurance companies; investment contracts issued by banks; structured or synthetic investment contracts (SIGs), as well as securities supporting such SICs (underlying assets); separate account contracts; and other similar instruments that are intended to maintain a constant net asset value while permitting participant-initiated, benefit-responsive withdrawals for certain events (collectively, investment contract). Participant-directed redemptions have no restrictions; however, the Plan is required to provide a 12-month redemption notice to the trustee prior to redemption of trust units; the notice period may be shortened or waived by the trustee in its sole discretion. The fair value of the investment in this category has been estimated using the net asset value per share.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 22,806,592	\$ –	\$ –	\$ 22,806,592
International equities	7,266,994	–	–	7,266,994
Lifecycle funds	15,628,932	–	–	15,628,932
Stable Value Common Trust				
Fund	–	7,929,229	–	7,929,229
	<u>\$ 45,702,518</u>	<u>\$ 7,929,229</u>	<u>\$ –</u>	<u>\$ 53,631,747</u>

Behr Retirement Savings Plan

Notes to Financial Statements

3. Fair Value Measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 19,763,071	\$ —	\$ —	\$ 19,763,071
International equities	6,546,088	—	—	6,546,088
Lifecycle funds	13,601,583	—	—	13,601,583
Stable Value Common Trust Fund	—	7,175,622	—	7,175,622
	<u>\$ 39,910,742</u>	<u>\$ 7,175,622</u>	<u>\$ —</u>	<u>\$ 47,086,364</u>

4. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held, notes receivable from participants, and the adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010 and 2009, and net realized and unrealized appreciation in fair value of mutual funds, interest, dividends, and investment expenses for the year ended December 31, 2010, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee, T. Rowe Price Trust Company.

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

	December 31 2010	2009
Stable Value Common Trust Fund	\$ 7,929,229	\$ 7,175,622
Equity Income Fund	4,024,171	3,640,353
Spectrum Income Fund	2,886,986	2,721,932
Blue Chip Growth Fund	3,387,202	2,796,841
Equity Index 500 Fund	3,945,078	3,854,186
Retirement 2010 Fund	4,788,527	4,405,142
Retirement 2020 Fund	4,981,082	4,576,001
Janus Overseas Fund	7,266,994	6,546,088
Small Cap Stock Fund	2,939,034	2,299,589

Behr Retirement Savings Plan

Notes to Financial Statements

5. Risks and Uncertainties

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

6. Income Tax Status

The Plan has received a determination letter from the IRS dated February 17, 2005, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and as a result the plan received an updated determination letter as of May 5, 2011. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Behr Retirement Savings Plan

Notes to Financial Statements

7. Differences Between Financial Statements and Form 5500

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

	December 31	
	2010	2009
Net assets available for benefits as reported in the Plan's financial statements	\$ 55,811,195	\$ 49,406,672
Adjustments from contract value to fair value for fully benefit-responsive investment contracts	286,596	215,482
Net assets available for benefits per the Form 5500	<u>\$ 56,097,791</u>	<u>\$ 49,622,154</u>

The following is a reconciliation of net investment gain from investments:

Interest and dividends	\$ 1,187,605
Net realized and unrealized appreciation in fair value of investments	<u>5,910,034</u>
Net investment gain from investments as reported in the financial statements	7,097,639
Adjustment from contract value for fully benefit-responsive investment contracts	<u>71,113</u>
Net investment gain from investments as reported in the Form 5500	<u>\$ 7,168,752</u>

8. Subsequent Events

Management evaluated subsequent events for the Plan through August 1, 2011, the date the financial statements were available to be issued.

Supplemental Schedule

Behr Retirement Savings Plan

EIN 75 – 2514629 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2010

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Year Value
* T. Rowe Price Trust Company	Janus Overseas Fund, 143,503 shares	\$ 7,266,994
	New Horizons Fund, 39,765 shares	1,331,745
	Mid-Cap Value Fund, 95,420 shares	2,262,413
	Retirement Income Fund, 43,837 shares	574,705
	Retirement 2005 Fund, 15,993 shares	181,362
	Retirement 2010 Fund, 312,160 shares	4,788,527
	Retirement 2015 Fund, 19,895 shares	236,556
	Retirement 2020 Fund, 302,986 shares	4,981,082
	Retirement 2025 Fund, 12,116 shares	145,877
	Retirement 2030 Fund, 148,066 shares	2,558,577
	Retirement 2035 Fund, 18,573 shares	227,143
	Retirement 2040 Fund, 105,154 shares	1,831,776
	Retirement 2045 Fund, 5,270 shares	61,181
	Retirement 2050 Fund, 2,243 shares	21,851
	Retirement 2055 Fund, 2,108 shares	20,295
	Equity Index 500 Fund, 116,511 shares	3,945,078
	Small Cap Stock Fund, 85,363 shares	2,939,034
	Equity Income Fund, 169,868 shares	4,024,171
	Spectrum Income Fund, 233,575 shares	2,886,986
	Mid-Cap Growth Fund, 34,676 shares	2,029,564
	Blue Chip Growth Fund, 88,833 shares	3,387,202
	Wells Fargo Adv. Opps. Fund, 10 shares	399
	Stable Value Common Trust Fund, 7,642,634 shares Interest rate range: 5.25% to 10.25%; with varying maturity dates	7,929,229
		<u>1,331,410</u>
* Loans to participants		\$ 54,963,157
* Party in interest		

About Ernst & Young

Ernst & Young is a global leader in assurance, tax, transaction and advisory services. Worldwide, our 141,000 people are united by our shared values and an unwavering commitment to quality. We make a difference by helping our people, our clients and our wider communities achieve their potential.

For more information, please visit www.ey.com

Ernst & Young refers to the global organization of member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. This Report has been prepared by Ernst & Young LLP, a client serving member firm located in the United States.

