

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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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>BEKAERT CORPORATION HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN</u>		1b Three-digit plan number (PN) ▶ <u>004</u> 1c Effective date of plan <u>01/01/1978</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>BEKAERT CORPORATION</u> <u>3200 WEST MARKET STREET, SUITE 303</u> <u>AKRON, OH 44333</u>	2b Employer Identification Number (EIN) <u>62-1340165</u> 2c Sponsor's telephone number <u>330-867-3325</u> 2d Business code (see instructions) <u>331200</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.	10/12/2011	HELEN SANDERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2011	MIGUEL MERZEAU
	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")

BEKAERT CORPORATION

3200 WEST MARKET STREET, SUITE 303
AKRON, OH 44333**3b** Administrator's EIN

62-1340165

3c Administrator's telephone number

330-867-3325

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**

314

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**

151

b Retired or separated participants receiving benefits.....**6b**

53

c Other retired or separated participants entitled to future benefits.....**6c**

98

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

302

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

11

f Total. Add lines **6d** and **6e**.....**6f**

313

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

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

1B 1G 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)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BEKAERT CORPORATION HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500. BEKAERT CORPORATION	D Employer Identification Number (EIN) 62-1340165	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	016596B	313	01/01/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.
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(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	717014
5 Current value of plan's interest under this contract in separate accounts at year end	5	9030880

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year	7b	738030
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	24327	
(4) Transferred from separate account	7c(4)	350000	
(5) Other (specify below)	7c(5)		

(6) Total additions	7c(6)	374327
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d Total of balance and additions (add b and c(6))	7d	1112357
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	391350	
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	3993	

▶ **ELECTIVE SERVICE CHARGE; GPS FEE**

(5) Total deductions	7e(5)	395343
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f Balance at the end of the current year (subtract e(5) from d)	7f	717014
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

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

A Name of plan <u>BEKAERT CORPORATION HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BEKAERT CORPORATION</u>	D Employer Identification Number (EIN) <u>62-1340165</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>9119046</u>
b	Actuarial value 2b <u>9471520</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>62</u> <u>4043365</u>
b	For terminated vested participants 3b <u>91</u> <u>1425756</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>684301</u>
(2)	Vested benefits 3c(2) <u>4455341</u>
(3)	Total active 3c(3) <u>161</u> <u>5139642</u>
d	Total 3d <u>314</u> <u>10608763</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.63</u> %
6	Target normal cost 6 <u>201431</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/29/2011</u>
Signature of actuary <u>CHRISTOPHER G. ROBERTSON</u>	Date <u>11-03435</u>
Type or print name of actuary <u>TOWERS WATSON PENNSYLVANIA INC.</u>	Most recent enrollment number <u>216-937-4000</u>
Firm name <u>1001 LAKESIDE AVENUE, SUITE 1900</u> <u>CLEVELAND, OH 44114-1158</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances	(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	838491	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	164221	0
9	Amount remaining (Item 7 minus item 8).....	674270	0
10	Interest on item 9 using prior year's actual return of <u>24.06</u> %	162229	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>7.97</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	836499	0

Part III	Funding percentages		
14	Funding target attainment percentage.....	14	81.39 %
15	Adjusted funding target attainment percentage.....	15	81.39 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	103.67 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls				
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/01/2011	218000				
Totals ►			18(b)	218000	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 195892
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	201431
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1549391	258945
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	460376
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	460376	0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	195892
38 Interest-adjusted excess contributions for current year (see instructions).....	38	195892
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 BEKAERT CORPORATION HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 BEKAERT CORPORATION	D Employer Identification Number (EIN) 62-1340165

Part I	Service Provider Information (see instructions)
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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
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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).
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
PRUDENTIAL RETIREMENT INSURANCE CO	
06-1050034	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
AMERICAN CENTURY INVESTMENTS	PO BOX 419146 KANSAS CITY, MO 64141

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
ARTISAN PARTNERS LTD PARTNERSHIP	PO BOX 8412 BOSTON, MA 02266

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
INTEGRITY ASSET MANAGEMENT	401 WEST MAIN STREET, SUITE 2100 LOUISVILLE, KY 40202

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

TIMESQUARE CAPITAL MANAGEMENT LLC

1177 AVENUE OF THE AMERICAS #39
NEW YORK, NY 10036

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

TURNER INVESTMENT PARTNERS INC

1205 WESTLAKES DRIVE, SUITE 100
BERWYN, PA 19312

(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)

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III	Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)
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a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>BEKAERT CORPORATION HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BEKAERT CORPORATION</u>	D Employer Identification Number (EIN) <u>62-1340165</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP VALUE/INTEGRITY FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>				
c EIN-PN <u>06-1050034-441</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>86697</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORPORATE BOND/PIM</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>				
c EIN-PN <u>06-1050034-038</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>607629</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIVATE PLACEMENT</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>				
c EIN-PN <u>06-1050034-042</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>776414</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNAT'L GROWTH/ARTISAN PARTNERS</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>				
c EIN-PN <u>06-1050034-259</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>439193</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP GROWTH/TURNER INV PARTNER</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>				
c EIN-PN <u>06-1050034-141</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>746765</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP GROWTH/ARTISAN PARTNERS</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>				
c EIN-PN <u>06-1050034-185</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>170628</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMALL CAP VALUE/AMERICAN CENTURY</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY</u>				
c EIN-PN <u>06-1050034-126</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>280485</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQUARE			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-132	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 335863

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE/AJO			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-129	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 704843

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S&P 500 INDEX FUND			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-123	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2542100

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BLEND/AQR			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-125	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 449789

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP BLEND/AJO			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-178	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/REAMS			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-040	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE/LSV			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-415	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 805332

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND ENHANCED INDEX/PIM			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-036	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 846429

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG DURATION BOND/IR&M			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-537	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 118124

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUD. LONG DURATION CORPORATE BOND			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS & ANNUITY			
c EIN-PN 06-1050034-714	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 120589

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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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 BEKAERT CORPORATION HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN	B Three-digit plan number (PN) ► 004
C Plan sponsor's name as shown on line 2a of Form 5500 BEKAERT CORPORATION	D Employer Identification Number (EIN) 62-1340165

Part I	Asset and Liability Statement
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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)		218000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	8381016	9030880
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	738030	717014
(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	9119046	9965894

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	9119046	9965894
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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)	218000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		218000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	24327	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		24327

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

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1045535
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1287862

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	391350	
(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)		391350
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)	3993	
(3) Investment advisory and management fees	2i(3)	45671	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		49664
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		441014

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		846848
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: THORNHILL FINANCIAL, INC.

(2) EIN: 34-1818419

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		15000000
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)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

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

A Name of plan <u>BEKAERT CORPORATION HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BEKAERT CORPORATION</u>	D Employer Identification Number (EIN) <u>62-1340165</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>4</u>

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

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

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

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

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

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

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

Schedule R (Form 5500) 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): _____

**BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

INDEPENDENT AUDITORS' REPORT

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009

Statements of Changes in Net Assets Available for Benefits for the Years Ended
December 31, 2010 and 2009

Statement of Accumulated Plan Benefits as of January 1, 2010

Statement of Changes in Accumulated Plan Benefits for the Year Ended
January 1, 2010

Notes to Financial Statements

SUPPLEMENTAL SCHEDULES

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) - December 31, 2010

Schedule H, Line 4j – Schedule of Reportable Transactions for the Year Ended December 31, 2010

INDEPENDENT AUDITORS' REPORT

**To the Board of Directors and the Retirement Committee of the
Bekaert Corporation Hourly Employees, Van Buren, Arkansas, Pension Plan:**

We were engaged to audit the financial statements of the Bekaert Corporation Hourly Employees, Van Buren, Arkansas, Pension Plan as of December 31, 2010 and 2009, and for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the custodian as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the custodian 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Thornhill Financial, Inc.

Strongsville, Ohio
October 5, 2011

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
Assets		
Investments:		
Guaranteed Deposit Account	\$ 717,014	\$ 738,030
Pooled separate accounts	<u>9,030,880</u>	<u>8,381,016</u>
	9,747,894	9,119,046
 Employer contribution receivable	 <u>218,000</u>	 <u>-</u>
 Net Assets Available for Benefits	 <u><u>\$ 9,965,894</u></u>	 <u><u>\$ 9,119,046</u></u>

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

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
Additions		
Investment income:		
Net investment gain	\$ 836,687	\$ 1,435,273
Interest and dividends	<u>233,175</u>	<u>236,933</u>
	1,069,862	1,672,206
 Employer contributions	 <u>218,000</u>	 <u>-</u>
 Total additions	 <u>1,287,862</u>	 <u>1,672,206</u>
 Deductions		
Benefit payments	391,350	366,089
Investment management expenses	45,671	35,776
Administrative expenses	<u>3,993</u>	<u>3,642</u>
 Total deductions	 <u>441,014</u>	 <u>405,507</u>
 Net increase	 846,848	 1,266,699
 Net Assets Available for Benefits		
Beginning of Year	<u>9,119,046</u>	<u>7,852,347</u>
 End of Year	 <u>\$ 9,965,894</u>	 <u>\$ 9,119,046</u>

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

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS
JANUARY 1, 2010

Actuarial Present Value of Accumulated Plan Benefits

Vested benefits:

Participants currently receiving benefits	\$ 3,593,322
Other participants	<u>4,624,161</u>
	8,217,483

Nonvested benefits	<u>578,572</u>
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Total Actuarial Present Value of Accumulated Plan Benefits	<u><u>\$ 8,796,055</u></u>
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The accompanying notes to financial statements are an integral part of this statement.

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEAR ENDED JANUARY 1, 2010

Increase (Decrease) During The Year Attributable To:

Benefits accumulated	\$ 228,016
Increase for interest due to decrease in the discount period	647,421
Changes in actuarial assumptions	16,280
Benefits paid and associated administrative expenses	<u>(369,731)</u>
Net increase	521,986

Actuarial Present Value of Accumulated Plan Benefits

Beginning of year	<u>8,274,069</u>
End of year	<u><u>\$ 8,796,055</u></u>

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

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

1. THE PLAN

General

The Bekaert Corporation Hourly Employees, Van Buren, Arkansas, Pension Plan (the Plan), as amended and restated, is a noncontributory, defined benefit plan covering eligible hourly employees of Bekaert Corporation (the Company) employed at the Company's Van Buren, Arkansas plant.

Participants in the Plan as of December 31, 2006, had a one-time opportunity to elect the retirement plan under which they will be covered. Participants chose to continue participating in this Plan or to participate in the "enhanced portion" of the Bekaert Corporation 401(k) Plan. Participants electing the enhanced portion of the 401(k) Plan ceased to accrue credited service under this Plan effective January 1, 2007. However, those participants will continue to receive vesting service under this Plan.

The Company is the Plan's sponsor and administrator. Prudential Bank & Trust, FSB is the Plan's trustee. Prudential Retirement Insurance and Annuity Company (Prudential) maintains the investments and issues payments for the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

For a complete description of plan provisions, reference should be made to the plan agreement, which is available to all plan participants.

Participation and Vesting

Effective August 1, 2005, the Company froze participation in the Plan. Participants become 100% vested after five years of service, as defined.

Pension Benefits

The Plan generally provides for monthly pensions upon retirement at age 65 or earlier if a participant has completed the early retirement service requirements, as defined. In accordance with the Plan, participants receive a specified monthly benefit unit for each year of credited service (maximum 40 years), as defined, based upon the participant's date of retirement (including provisions for early retirement) or termination. For the years ended December 31, 2010 and 2009, the monthly benefit units were \$33 per year of service.

An active employee is eligible for early retirement after age 55 and ten years of vesting service. Employees who leave the Company with a deferred vested benefit and later request early retirement must be age 60 with ten years of vesting service. The annual early retirement benefit for an employee shall be equal to the employee's accrued benefit, as defined, at termination of employment. An employee electing early retirement benefit payments to commence prior to the normal retirement date shall have the accrued benefit reduced as defined in the plan document.

The Plan also provides for certain disability, termination and pre-retirement death benefits.

As defined by the plan agreement, retiring participants receive the value of their accumulated plan benefits as a life annuity, a life annuity with a 5, 10, 15 or 20 year period certain feature or a joint and survivor annuity.

Distribution of Benefits

Participants who terminate with balances less than or equal to \$5,000, will receive a distribution as a direct rollover to an individual retirement plan if the participant does not elect a direct rollover to another plan or to receive the distribution directly. Benefits over \$5,000 are paid to the participant as a monthly pension.

Investment Management Expenses and Administrative Expenses

Represent fees charged primarily by Prudential, the custodian of the Plan, and therefore qualify as party-in-interest transactions. The Company, at their discretion, may pay expenses outside of the Plan assets.

Plan Termination

The plan agreement provides that the Company reserves the right to amend or terminate the Plan, in whole or part, by action of the Board of Directors. In the event the Plan is terminated, the net assets of the Plan will be allocated as prescribed by ERISA regulations.

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

Should the plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Financial Statements

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

Use of Estimates

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

3. FUNDING POLICY

The Company contributions represent amounts necessary to provide the Plan with assets sufficient to fund participants' benefits based upon actuarial calculations. Investment income is used to adjust future contributions that would otherwise be required to provide for the defined benefits under the Plan. The Company met the minimum funding requirements of ERISA in 2010 and 2009.

4. INVESTMENTS

The following table presents investments that represent 5 percent or more of the Plan's net assets as of December 31, 2010 and/or 2009:

	2010	2009
Private Placement Fund	\$ 776,414	\$ 705,924
Guaranteed Deposit Account	717,014	738,030
Dryden S&P 500 Index Fund	2,542,100	1,886,859
Large Cap Blend/AJO Fund	-	458,781
Large Cap Value/AJO Fund	704,843	650,200
Large Cap Growth/Turner Investment Partners Fund	746,765	663,515
International Value/LSV Fund	805,332	695,864
Core Bond Enhanced Index/PIM	846,429	709,491
Corporate Bond/PIM Fund	607,629	436,907

The net investment gain on the accompanying statements of changes in net assets available for benefits reflects the gains and losses on investments bought and sold, as well as held during the year, and represents the net appreciation (depreciation) in the various pooled separate accounts.

The plan administrator has obtained certification from the custodian that the above information, amounts reported as interest and dividends on the accompanying statements of changes in net asset available for benefits and the data included in the accompanying supplemental schedules, is complete and accurate. Certain plan investments are units of funds managed by the custodian, and therefore, these transactions qualify as party-in-interest transactions.

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 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.

5. 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 below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

Pooled separate accounts: Valued at estimated fair value, which has been determined based on the unit values of the funds held by the Plan.

Guaranteed Deposit Account: Valued at contract value based on deposits made, plus earnings, less withdrawals and fees.

The methods described above may produce a value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the value of certain financial instruments could result in a different 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 (contract value for the Guaranteed Deposit Account) as of December 31, 2010 and 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2010				
Pooled separate accounts	\$ -	\$ 9,030,880	\$ -	\$ 9,030,880
Guaranteed Deposit Account	-	-	717,014	717,014
	<u>\$ -</u>	<u>\$ 9,030,880</u>	<u>\$ 717,014</u>	<u>\$ 9,747,894</u>
December 31, 2009				
Pooled separate accounts	\$ -	\$ 8,381,016	\$ -	\$ 8,381,016
Guaranteed Deposit Account	-	-	738,030	738,030
	<u>\$ -</u>	<u>\$ 8,381,016</u>	<u>\$ 738,030</u>	<u>\$ 9,119,046</u>

The table below sets forth a summary of changes in the value of the Plan's level 3 assets for the years ended December 31, 2010 and 2009:

	<u>Guaranteed Deposit Account</u>
Balance, December 31, 2008	\$ 721,118
Purchases, sales, issuances and settlements (net)	<u>16,912</u>
Balance, December 31, 2009	738,030
Purchases, sales, issuances and settlements (net)	<u>(21,016)</u>
Balance, December 31, 2010	<u>\$ 717,014</u>

The market value of the Guaranteed Deposit Account as of December 31, 2010 and 2009 is \$750,778 and \$734,992, respectively. The market value of the Guaranteed Deposit Account is an estimate and not the result of the precise calculation which would be done at contract discontinuance or to measure the impact of excess withdrawals in any calendar year.

6. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The statements of accumulated plan benefits and changes in accumulated plan benefits reflect the latest reports of the actuaries. Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) present employees or their beneficiaries, (b) retired or terminated employees or their beneficiaries and (c) beneficiaries of employees who have died.

The actuarial present value of accumulated plan benefits is determined by the actuaries and is the amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

The significant assumptions underlying the actuarial calculations as of January 1, 2010 and 2009 are as follows:

Funding method	Unit credit method
Interest rate	8.0% in 2010 and 2009
Mortality basis	IRS Prescribed Mortality Table
Average retirement age	Age 62

Changes in assumptions and methods since the prior valuation affecting the actuarial present value of accumulated plan benefits included the following: (1) the mortality table was updated to better reflect anticipated experience, and (2) the discount rate for benefit obligations changed from 5.60% for 2009 to 5.91% for 2010.

7. TAX STATUS

The Plan obtained its latest determination letter on August 19, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan's management and the Plan's legal counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

8. SUBSEQUENT EVENTS

Plan management evaluated subsequent events through October 5, 2011, the date which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
EMPLOYER IDENTIFICATION NUMBER 62-1340165
PLAN NUMBER 004
SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

Identity of Issuer and Description of Investment	Cost	Current Value
Prudential Retirement Insurance and Annuity Company:		
* Guaranteed Deposit Account	\$ 717,014	\$ 717,014
* Corporate Bond/PIM Fund	571,142	607,629
* Private Placement Fund	480,025	776,414
* Mid Cap Value/Integrity Fund	92,438	86,697
* Large Cap Value/AJO Fund	641,085	704,843
* Dryden S&P 500 Index Fund	2,077,934	2,542,100
* Large Cap Growth/Turner Investment Partners Fund	693,924	746,765
* Mid Cap Growth/Artisan Partners Fund	97,977	170,628
* Small Cap Value/American Century Fund	202,154	280,485
* Small Cap Growth/TimesSquare Fund	131,809	335,863
* International Blend/AQR	388,296	449,789
* International Growth/Artisan Partners Fund	327,757	439,193
* International Value/LSV Fund	977,189	805,332
* Core Bond Enhanced Index/PIM	834,679	846,429
* Long Duration Bond/IR&M Fund	124,501	118,124
* Prudential Long Duration Corporate Bond Fund	124,656	120,589
Total investments	\$ 8,482,580	\$ 9,747,894

* Denotes party-in-interest.

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
EMPLOYER IDENTIFICATION NUMBER 62-1340165
PLAN NUMBER 004
SCHEDULE H, LINE 4j -- SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2010

Identity of Issuer and Description of Investment	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset	Net Gain or (Loss)
Prudential Retirement Insurance and Annuity Company:					
Guaranteed Deposit Account					
Purchases of units	\$ 350,190	N/A	\$ 350,190	\$ 350,190	\$ -
Sales of units	N/A	\$ 395,533	395,533	395,533	-
Dryden S&P 500 Index Fund					
Purchases of units	458,366	N/A	458,366	458,366	-
Sales of units	N/A	120,000	105,792	120,000	14,208
Large Cap Blend/AJO					
Sales of units	N/A	458,366	327,287	458,366	131,079
Core Plus Bond/Reams Fund					
Sales of units	N/A	499,327	444,280	499,327	55,047

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

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

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Retirement Income Plan for Van Buren Hrly Empls	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Bekaert Corporation	D Employer Identification Number (EIN) 62-1340165
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>		
2 Assets:		
a Market value.....	2a	9,119,046
b Actuarial value.....	2b	9,471,520
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 62	4,043,365
b For terminated vested participants.....	3b 91	1,425,756
c For active participants:		
(1) Non-vested benefits.....	3c(1)	684,301
(2) Vested benefits.....	3c(2)	4,455,341
(3) Total active.....	3c(3) 161	5,139,642
d Total.....	3d 314	10,608,763
4 If the plan is at-risk, check the box and complete items (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	6.63 %
6 Target normal cost.....	6	201,431

Statement by Enrolled Actuary

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

SIGN HERE	Christopher G. Robertson <i>CGR</i>	September 29, 2011
	Signature of actuary	Date
Christopher G. Robertson	Type or print name of actuary	11-03435
Towers Watson Pennsylvania Inc.	Firm name	Most recent enrollment number
1001 Lakeside Avenue, Suite 1900		(216) 937-4000
Cleveland	OH 44114-1158	Telephone number (including area code)
Address of the firm		

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	838,491	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	164,221	0
9	Amount remaining (Item 7 minus item 8).....	674,270	0
10	Interest on item 9 using prior year's actual return of <u>24.06</u> %	162,229	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>7.97</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	836,499	0

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	81.39 %
15	Adjusted funding target attainment percentage.....	15	81.39 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	103.67 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/01/2011	218,000				
Totals ▶			18(b)	218,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	195,892

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

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

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	201,431
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1,549,391	258,945
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....	34	460,376
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	460,376	0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	195,892
38 Interest-adjusted excess contributions for current year (see instructions).....	38	195,892
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

Bekaert Corporation (EIN 62-1340165)**Retirement Income Plan for Van Buren Hourly Employees (PN 004)****Schedule SB, line 22 - Description of Weighted Average Retirement Age**

Retirement Age (1)	Assumed Rate (2)	Participants At Beginning (3)	Participants Retiring: (2) x (3) (4)	(1) x (4) (5)
55	0.02	1,000.00	20.00	1,100.00
56	0.02	980.00	19.60	1,097.60
57	0.02	960.40	19.21	1,094.97
58	0.02	941.19	18.82	1,091.56
59	0.02	922.37	18.45	1,088.55
60	0.10	903.92	90.39	5,423.40
61	0.05	813.53	40.68	2,481.48
62	0.50	772.85	386.43	23,958.66
63	0.10	386.42	38.64	2,434.32
64	0.10	347.78	34.78	2,225.92
65	1.00	313.00	<u>313.00</u>	<u>20,345.00</u>
			1,000.00	62,341.46
62,341.46	/	1,000	=	62

Actuarial Assumptions and Methods

Economic Assumptions

Discount rate	N/A
Return on assets	N/A
Funding interest rate basis:	
‣ Applicable month	January 2010
‣ Yield curve basis	Segment Rates
Funding interest rates:	
‣ First segment rate	4.60%
‣ Second segment rate	6.65%
‣ Third segment rate	6.76%
‣ Effective interest rate	6.63%
Annual rates of increase	
‣ Salaries	N/A
‣ Future Social Security wage bases	N/A
‣ Statutory limits on compensation and benefits	N/A

Demographic and Other Assumptions

Mortality

‣ Healthy	RP-2000, projected to 2025 for nonannuitants and projected to 2017 for annuitants
‣ Disabled	Alternative disabled life mortality tables as defined under Rev. Rul. 96-7

Bekaert Corporation (EIN: 62-1340165)
Retirement Income Plan for Van Buren Hourly Employees (PN: 004)
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Termination

Rates varying by age and gender.

Sample rates:

<i>Age</i>	<i>Male</i>	<i>Female</i>
20	.149	.249
25	.099	.149
30	.069	.099
40	.028	.049
50	.004	.017
55	.000	.004

Disability

Rates based on the Hunters Incidence of Disability Table.

Sample rates:

<i>Age</i>	<i>Male</i>	<i>Female</i>
20	.0010	.0020
25	.0010	.0020
30	.0012	.0024
40	.0016	.0032
50	.0034	.0068
55	.0056	.0112

Retirement

Rates varying by age, average age 62.

Sample rates:

<i>Age</i>	<i>Rate</i>	<i>Age</i>	<i>Rate</i>
55-59	2%	62	50%
60	10%	63-64	10%
61	5%	65	100%

Form of payment

Single participants are assumed to elect a life annuity. For married participants, 50% are assumed to elect a life annuity and 50% are assumed to elect a 50% J&S annuity.

Percent married

80%.

Spouse age

Wife three years younger than husband.

Plan-related expenses \$3,642

Loadings None.

Methods

- ▶ Valuation date First day of plan year.
- ▶ Funding target Present value of accrued benefits.
- ▶ Target normal cost Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

- ▶ Actuarial value of assets Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings as permitted under IRS Notice 2009-22. The average asset value must be within 10% of fair market value, including discounted contributions receivable.

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Valued The benefits valued included all of those summarized in the Plan Provisions sections of this report except for preretirement death benefits for deferred vested employees because the probabilities of occurrence are not material.

Change in Assumptions and Methods Since Prior Valuation

The required mortality table used to value the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

The interest rates used to calculate the funding target and target normal cost were updated from the October 2008 full corporate bond yield curve to the January 2010 segment rates.

The assumed plan-related expenses added to normal cost were changed from \$3,487 for 2009 to \$3,642 for 2010.

Data Sources

Towers Watson used asset data as of January 1, 2010, supplied by the trustee. Bekaert Corporation furnished participant data as of January 1, 2010. Bekaert Corporation furnished the dates and amounts of the 2009 contributions that will be paid in 2010. Data were reviewed for reasonableness and consistency, but no audit was performed. Assumptions or estimates were made by the Towers Watson actuaries when data were not available. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Plan Provisions

Effective Date	Most recent amendment August 1, 2005.
Plan Status	Eligibility frozen.
Participation	Hourly employees of the Van Buren, Arkansas Plan who have attained age 20 and completed one year of service.
Definitions	
Service	Based on service after January 1, 1976, only. Elapsed time service credit granted for service prior to January 1, 1984. For periods after January 1, 1984, credit is based on hours of service with service prorated based on 1,700 hours for a full year's credit used in determining the amount of monthly benefit. Vesting service uses an 870-hour rule.
Normal retirement date (NRD)	First of month on or after attainment of age 65.
Monthly pension benefit	\$33 per month times years of credited service (maximum 40 years) for retirements after January 1, 2003.
Monthly postretirement spouse benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55 th birthday.
Eligibility for Benefits	
Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing ten years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested	Termination for reasons other than death or retirement after completing five years of vesting service.
Preretirement spouse benefit	Death while eligible for normal, early, postponed or deferred vested retirement benefits, with a surviving spouse.
Disability benefit	Total and permanent disability after ten years of vesting service.

Monthly Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	Monthly pension benefit determined as of early retirement date, unreduced at age 62 and reduced 0.3% per month for each month retirement precedes age 62.
Postponed retirement	Monthly pension benefit determined as of actual retirement date.
Termination with deferred vested benefit	Monthly pension benefit determined as of termination date, commencing at age 65 or, if the participant had at least ten years of service at termination, benefits may commence at age 60 on a reduced basis.
Death with preretirement spouse benefits	Monthly preretirement spouse benefit is payable. In-service death is company-paid; death after termination or retirement is paid by employee's beneficiary through actuarial reduction of benefit.
Disability benefit	Monthly pension benefit determined as of date of disability.
Forms of payment	Preretirement spouse benefits are payable only as described above. Monthly pension benefits are paid as described above, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, they will be paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100% joint and survivor annuity, a ten-year certain and life annuity or (for married participants) a life annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Forms of Payment Option Factors

For single cash distributions	In the case of an involuntary lump sum payment, the single sum present value shall be calculated using the applicable interest rate and applicable mortality table promulgated by the IRS under IRC Section 417(e)(3) as in effect on the first day of each plan year.
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Bekaert Corporation (EIN: 62-1340165)
Retirement Income Plan for Van Buren Hourly Employees (PN: 004)
Schedule SB, Part V – Summary of Plan Provisions

For life annuities with a certain feature	<i>Age</i>	<i>60 Months</i>	<i>120 Months</i>	<i>180 Months</i>	<i>240 Months</i>
	75	.919	.769	.635	.542
	74	.928	.788	.658	.563
	73	.936	.806	.679	.584
	72	.943	.824	.701	.605
	71	.949	.840	.721	.626
	70	.955	.854	.741	.646
	69	.960	.868	.760	.666
	68	.964	.881	.777	.686
	67	.968	.892	.794	.704
	66	.972	.902	.810	.722
	65	.975	.910	.825	.740
	64	.977	.917	.838	.756
	63	.979	.924	.851	.772
	62	.981	.931	.864	.788
	61	.983	.938	.877	.804
	60	.985	.945	.890	.820
	59	.987	.952	.903	.836
	58	.989	.959	.916	.852
	57	.991	.966	.929	.868
	56	.993	.973	.942	.884
	55	.995	.980	.955	.900
	54	.996	.985	.966	.914
	53	.997	.989	.975	.926
	52	.998	.991	.981	.936
	51	.998	.994	.986	.944
	50	.999	.996	.991	.952
	49	.999	.999	.995	.958
	48	.999	.999	.999	.965
	47	.999	.999	.999	.970
	46	.999	.999	.999	.976
	45	.999	.999	.999	.980
	44	.999	.999	.999	.985
	43	.999	.999	.999	.989
	42	.999	.999	.999	.993
	41	.999	.999	.999	.996
	Under 41	.999	.999	.999	.999

For joint and survivor annuities

Joint and survivor annuity option factors shall be as determined by the following formulas for participants retiring at age 65.

100% Continuation:

75% plus 1% for each year the contingent annuitant is older than the participant or minus 1% for each year the contingent annuitant is younger than the participant.

75% Continuation:

80% plus 3/4% for each year the contingent annuitant is older than the participant or minus 3/4% for each year the contingent annuitant is younger than the participant.

63-2/3% Continuation:

82% plus 2/3% for each year the contingent annuitant is older than the participant or minus 2/3% for each year the contingent annuitant is younger than the participant.

50% Continuation:

86% plus 1/2% for each year the contingent annuitant is older than the participant or minus 1/2% for each year the contingent annuitant is younger than the participant.

The initial factor should be increased by .6% for each year the participant is under age 65.

Plan Provisions Effective After January 1, 2010

No future plan provisions were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Plan Provisions Since Prior Year

The plan provisions have not changed since the prior year except to reflect current year changes in the Internal Revenue Code maximums on benefits and pay.

Bekaert Corporation - (EIN 62-1340165)
Retirement Income Plan for Van Buren Hourly Employees (PN 004)

Schedule SB, line 25 - Change in Method

In accordance with 1.430(d)-1(g)(3)(ii)(A), automatic approval has been granted for the first plan year for which all the provisions of 1.430(d)-1, 1.430(f)-1, 1.430(g)-1, 1.430(i)-1, and 1.436-1 are reflected of any changes to funding methods permitted by the Pension Protection Act. 2010 is the first plan year for which all of these provisions were reflected, and thus all funding method changes are automatically approved.

Bekaert Corporation (EIN: 62-1340165)

Retirement Income Plan for Van Buren Hourly Employees (PN: 004)

Schedule SB, line 26 - Schedule of Active Participant Data

Attained Age	Years Of Credited Service										
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	Total
	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.
Under 25		1									1
25 to 29		2	8								10
30 to 34		5	7	10							22
35 to 39		1	6	7	4						18
40 to 44		1	2	5	1	3					12
45 to 49		2	1	6	2	14	11				36
50 to 54		1	2	2	2	12	11	6			36
55 to 59			1	2	1	7	6	2			19
60 to 64				2		1	1	2			6
65 to 69							1				1
>70											
Total		13	27	34	10	37	30	10			161

Average Age= 45.5

Average Service = 17.7

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
EMPLOYER IDENTIFICATION NUMBER 62-1340165
PLAN NUMBER 004
SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

Identity of Issuer and Description of Investment	Cost	Current Value
Prudential Retirement Insurance and Annuity Company:		
* Guaranteed Deposit Account	\$ 717,014	\$ 717,014
* Corporate Bond/PIM Fund	571,142	607,629
* Private Placement Fund	480,025	776,414
* Mid Cap Value/Integrity Fund	92,438	86,697
* Large Cap Value/AJO Fund	641,085	704,843
* Dryden S&P 500 Index Fund	2,077,934	2,542,100
* Large Cap Growth/Turner Investment Partners Fund	693,924	746,765
* Mid Cap Growth/Artisan Partners Fund	97,977	170,628
* Small Cap Value/American Century Fund	202,154	280,485
* Small Cap Growth/TimesSquare Fund	131,809	335,863
* International Blend/AQR	388,296	449,789
* International Growth/Artisan Partners Fund	327,757	439,193
* International Value/LSV Fund	977,189	805,332
* Core Bond Enhanced Index/PIM	834,679	846,429
* Long Duration Bond/IR&M Fund	124,501	118,124
* Prudential Long Duration Corporate Bond Fund	124,656	120,589
Total investments	\$ 8,482,580	\$ 9,747,894

* Denotes party-in-interest.

BEKAERT CORPORATION
HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, PENSION PLAN
EMPLOYER IDENTIFICATION NUMBER 62-1340165
PLAN NUMBER 004
SCHEDULE H, LINE 4j -- SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2010

Identity of Issuer and Description of Investment	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset	Net Gain or (Loss)
Prudential Retirement Insurance and Annuity Company:					
Guaranteed Deposit Account					
Purchases of units	\$ 350,190	N/A	\$ 350,190	\$ 350,190	\$ -
Sales of units	N/A	\$ 395,533	395,533	395,533	-
Dryden S&P 500 Index Fund					
Purchases of units	458,366	N/A	458,366	458,366	-
Sales of units	N/A	120,000	105,792	120,000	14,208
Large Cap Blend/AJO					
Sales of units	N/A	458,366	327,287	458,366	131,079
Core Plus Bond/Reams Fund					
Sales of units	N/A	499,327	444,280	499,327	55,047

Plan Name	BEKAERT CORPORATION HOURLY EMPLOYEES, VAN BUREN, ARKANSAS, IRENE	1340165
Plan Sponsor's Name	BEKAERT CORPORATION	PN: 004

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