

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="font-size: 24pt; font-weight: bold;">2010</div> 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>ALLIED PHILADELPHIA UNION PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>040</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1978</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>040</u>	1c Effective date of plan <u>04/01/1978</u>	
1b Three-digit plan number (PN) ▶	<u>040</u>				
1c Effective date of plan <u>04/01/1978</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>ATKORE INTERNATIONAL, INC.</u> <u>16100 SOUTH LATHROP AVENUE</u> <u>HARVEY, IL 60426</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>90-0631477</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>90-0631477</u>	2c Sponsor's telephone number	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>90-0631477</u>					
2c Sponsor's telephone number					
2d Business code (see instructions) <u>339900</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.	10/14/2011	TODD BAJEK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	TODD BAJEK
	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") ATKORE INTERNATIONAL, INC. 16100 SOUTH LATHROP AVENUE HARVEY, IL 60426	3b Administrator's EIN 90-0631477 3c Administrator's telephone number 708-225-2146
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name TYCO INTERNATIONAL MANAGEMENT COMPANY, LLC	4b EIN 20-5073412 4c PN 040	
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5 Total number of participants at the beginning of the plan year	5	387
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	222
b Retired or separated participants receiving benefits.....	6b	46
c Other retired or separated participants entitled to future benefits.....	6c	120
d Subtotal. Add lines 6a , 6b , and 6c	6d	388
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	20
f Total. Add lines 6d and 6e	6f	408
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	2

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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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>ALLIED PHILADELPHIA UNION PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>040</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ATKORE INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>90-0631477</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>10527520</u>
b Actuarial value	2b <u>10448752</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>54</u> <u>1877727</u>
b For terminated vested participants	3b <u>139</u> <u>2143506</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1052621</u>
(2) Vested benefits	3c(2) <u>6892285</u>
(3) Total active	3c(3) <u>195</u> <u>7944906</u>
d Total	3d <u>388</u> <u>11966139</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>6.66</u> %
6 Target normal cost	6 <u>519289</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>10/12/2011</u>
Signature of actuary	Date
<u>MATTHEW KUMPF</u>	<u>11-07351</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>212-345-7000</u>
Firm name	Telephone number (including area code)
<u>1166 AVENUE OF THE AMERICAS</u> <u>NEW YORK, NY 10036</u>	
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)	1265095	0	
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	231043	0	
9 Amount remaining (Item 7 minus item 8).....	1034052	0	
10 Interest on item 9 using prior year's actual return of <u>30.19</u> %	312180		
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>8.06</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.....	471000	0	
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	875232	0	

Part III	Funding percentages		
14 Funding target attainment percentage.....	14	80.00	%
15 Adjusted funding target attainment percentage.....	15	80.00	%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	99.60	%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17		%

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

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ 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	(4) 4th
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 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	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	519289
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1913973	319876
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	839165
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	839165	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	0
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE 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 ALLIED PHILADELPHIA UNION PENSION PLAN		B Three-digit plan number (PN) ▶ 040
C Plan sponsor's name as shown on line 2a of Form 5500 ATKORE INTERNATIONAL, INC.		D Employer Identification Number (EIN) 90-0631477

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

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

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

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

AON CONSULTING

22-2232264

(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?
13	NONE	56498	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	49898	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

O'BRIEN RILEY AND RYAN, P.C.

04-3176941

(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?
10	NONE	12494	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN LEWIS & BOCKIUS LLP

23-0891050

(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?
29	NONE	6760	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	6151	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

UBS GLOBAL ASSET MANAGEMENT

36-3664388

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	5157	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: VICTOR BUONOPANE	b EIN: 13-2834414
c Position: PRINCIPAL	
d Address: MERCER 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	e Telephone: 212-345-7000
Explanation: SHIFT OF DUTIES AT MERCER	

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

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

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

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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 ALLIED PHILADELPHIA UNION PENSION PLAN	B Three-digit plan number (PN)	040
C Plan sponsor's name as shown on line 2a of Form 5500 ATKORE INTERNATIONAL, INC.	D Employer Identification Number (EIN) 90-0631477	

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	10527520	11379494
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10527520	11379494

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	64685	43630
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	64685	43630

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10462835	11335864
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0

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

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

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

(3) Rents	2b(3)		
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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)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1288354
(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		1288354

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	234975	
(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)		234975
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)	131808	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	30523	
(4) Other	2i(4)	18019	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		180350
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		415325

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		873029
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: O'BRIEN, RILEY & RYAN

(2) EIN: 04-3176941

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		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan ALLIED PHILADELPHIA UNION PENSION PLAN		B Three-digit plan number (PN) ► 040
C Plan sponsor's name as shown on line 2a of Form 5500 ATKORE INTERNATIONAL, INC.		D Employer Identification Number (EIN) 90-0631477
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		10
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): 36-1561860		
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.....		30
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): _____

Certified Public Accountants

400 Blue Hill Drive, Suite 2A
Westwood, MA 02090
781.410.2300
781.320.8608 fax

Report of Independent Accountants

To the Participants and Administrator
of the Allied Philadelphia Union Pension Plan

We were engaged to audit the financial statements of the Allied Philadelphia Union Pension Plan (the Plan) as of December 31, 2010 and 2009, and for the years then ended, as listed in the accompanying table of contents. These financial statements 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 The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

As discussed in Note 1, the Plan was included in the December 2010 sale of Tyco International Ltd's Electrical and Metal Products (TEMP) business to a private equity firm. On the sale date, the TEMP business began operating as a standalone entity under the name Atkore International Inc. In conjunction with the transaction sponsorship of the Plan was transferred to Atkore International Inc.

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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America 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.

Westwood, Massachusetts
October 13, 2011

O'Brien, Riley & Ryan P.C.

Schedule SB, Line 22 – Description of weighted average retirement age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 64.

(A) Retirement age	(B) Retirement Rates	(C) Number of employees expected to retire, per 1000 retirements	(D) (A) X (C)
55	2.03%	20.30	1,116.50
56	2.05%	20.08	1,124.48
57	2.07%	19.86	1,132.02
58	2.14%	20.11	1,166.38
59	2.19%	20.14	1,188.26
60	2.30%	20.69	1,241.40
61	2.37%	20.83	1,270.63
62	2.59%	22.22	1,377.64
63	2.83%	23.65	1,489.95
64	3.07%	24.93	1,595.52
65	100.00%	787.19	51,167.35
Total		1,000.00	63,870.13
Average			63.87

For employees eligible for unreduced early retirement, the rates beginning at age 60 are different than the rates shown above. However for weighted average purposes, only the rates above are used.

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

Discount rate sponsor elections	<u>Funding</u>
▪ Segment rates or full yield curve	Segment
▪ Look-back months	0
▪ First 5 years	4.60%
▪ Next 15 years	6.65%
▪ Over 20 years	6.76%
Mortality sponsor elections	
Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.	
Other economic assumptions	
▪ Salary increases	N/A
▪ Flat-dollar benefit increases	Monthly benefit rate increases from \$38.00 to \$40.00 effective 10/19/2010. The 2010 funding target and normal cost reflect the \$40 multiplier for participants expected to complete at least an hour of service on or after 10/19/2010 (the \$38 multiplier is used for participants expected to retire or terminate before 10/19/2010).
▪ Social Security wage base	N/A
▪ Inflation	N/A
▪ Expected investment return	8.00% per year for years 2008 through 2010
▪ Expenses	\$ 150,000 added to current year normal cost

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**Demographic assumptions**

Withdrawal

Attained age	Percentage
	Withdrawal and early retirement
25	8.36%
30	6.30
35	4.77
40	3.76
45	3.00
50	2.35
55	2.03
56	2.05
57	2.07
58	2.14
59	2.19
60	2.30
61	2.37
62	2.59
63	2.83
64	3.07
65	100

As a further allowance for heavier turnover in the early years of employment, the above rates are adjusted as follows for employees hired prior to age 45:

1st year of employment	1.838 times above rate plus 0.0343
2nd year of employment	1.393 times above rate plus 0.0056
3rd year of employment	1.240 times above rate plus 0.0046

Disability incidence

N/A

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

Retirement age (eligible for unreduced early retirement)	Attained age	Percentage	
	60	25%	
	61	10%	
	62	50%	
	63	50%	
	64	50%	
	65 and above	100%	
Benefit commencement age for			
▪ Future vested deferred	65		
▪ Current vested deferred	65		
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
▪ Percentage married	85.0%	75.0%	
▪ Spouse age difference	3 years younger	3 years older	
Form of payment	<u>Single life</u>	<u>10 year Certain & life</u>	<u>66.67% J&S</u>
▪ Active retirements, future vested deferred and current vested deferred	35%	15%	50%
Unpredictable contingent event assumptions	N/A		

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**Asset methods**

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.

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

Minimum funding methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Maximum deductible contribution method

The cushion amount is based on the funding target for minimum funding calculations.

Schedule SB, Line 24 – Change in Actuarial Assumptions

Interest discounts and mortality rates were updated from 2009 to 2010 in accordance with PPA and the sponsor changed their interest rate election from full yield curve with a two month look-back to segment rates with 0 months look-back.

The retirement rates for participants eligible for unreduced early retirement were updated to better reflect anticipated plan experience.

Schedule SB, Part V – Summary of Plan Provisions

Plan name	Allied Philadelphia Union Pension Plan
Employer identification number	90-0631477
Plan number	040
Effective date and plan year	Established 4/1/1978; calendar year (previously March 1 to February 28; converted to calendar year following a short plan year from 3/1/1997 to 12/31/1997)
Most recent amendment	Effective January 1, 2009
Sponsoring employer	Atkore International
Participating employees	Employees of Allied Tube & Conduit Corporation who are members of the bargaining unit represented by the United Steel Workers of America Local Union 404-38
Eligibility	<p>All participants as of February 28, 1997</p> <p>After February 28, 1997, every participating employee on payroll at the later of:</p> <ul style="list-style-type: none"> ▪ one year of continuous service or ▪ Age 21
Employer contributions	100% employer funded
Participant contributions	None
Service considered	<p>Continuous service:</p> <ul style="list-style-type: none"> ▪ 1,000 hours in a calendar year <p>Credited service:</p> <ul style="list-style-type: none"> ▪ Before 1/1/1978: one year for each completed calendar year ▪ 1/1/1978 and later: one year equals 1,900 hours; partial service is calculated for hours greater than or equal to 1,000 hours and less than 1,900 hours
Normal retirement age	Age 65

Schedule SB, Part V – Summary of Plan Provisions

Normal retirement benefit	Benefit rate times credited service																														
	<table> <tr> <th data-bbox="683 369 922 401">Termination Date</th><th data-bbox="1040 302 1370 401">Benefit Rate (subject to change based on union negotiations)</th></tr> <tr> <td data-bbox="683 422 964 449">10/19/1997–10/18/1998</td><td data-bbox="1143 422 1224 449">\$24.00</td></tr> <tr> <td data-bbox="683 470 964 497">10/19/1998–10/18/1999</td><td data-bbox="1143 470 1224 497">\$25.00</td></tr> <tr> <td data-bbox="683 518 964 546">10/19/1999–10/18/2000</td><td data-bbox="1143 518 1224 546">\$26.00</td></tr> <tr> <td data-bbox="683 567 964 594">10/19/2000–10/18/2001</td><td data-bbox="1143 567 1224 594">\$27.00</td></tr> <tr> <td data-bbox="683 615 964 642">10/19/2001–10/18/2002</td><td data-bbox="1143 615 1224 642">\$28.00</td></tr> <tr> <td data-bbox="683 663 964 690">10/19/2002–10/18/2003</td><td data-bbox="1143 663 1224 690">\$30.00</td></tr> <tr> <td data-bbox="683 711 964 739">10/19/2003–10/18/2004</td><td data-bbox="1143 711 1224 739">\$31.00</td></tr> <tr> <td data-bbox="683 760 964 787">10/19/2004–10/18/2005</td><td data-bbox="1143 760 1224 787">\$32.00</td></tr> <tr> <td data-bbox="683 808 964 835">10/19/2005–10/18/2006</td><td data-bbox="1143 808 1224 835">\$34.00</td></tr> <tr> <td data-bbox="683 856 964 884">10/19/2006–10/18/2007</td><td data-bbox="1143 856 1224 884">\$35.00</td></tr> <tr> <td data-bbox="683 905 964 932">10/19/2007–10/18/2008</td><td data-bbox="1143 905 1224 932">\$36.00</td></tr> <tr> <td data-bbox="683 953 964 980">10/19/2008–10/18/2009</td><td data-bbox="1143 953 1224 980">\$37.00</td></tr> <tr> <td data-bbox="683 1001 964 1029">10/19/2009–10/18/2010</td><td data-bbox="1143 1001 1224 1029">\$38.00</td></tr> <tr> <td data-bbox="683 1050 948 1077">On or after 10/19/2010</td><td data-bbox="1143 1050 1224 1077">\$40.00</td></tr> </table>	Termination Date	Benefit Rate (subject to change based on union negotiations)	10/19/1997–10/18/1998	\$24.00	10/19/1998–10/18/1999	\$25.00	10/19/1999–10/18/2000	\$26.00	10/19/2000–10/18/2001	\$27.00	10/19/2001–10/18/2002	\$28.00	10/19/2002–10/18/2003	\$30.00	10/19/2003–10/18/2004	\$31.00	10/19/2004–10/18/2005	\$32.00	10/19/2005–10/18/2006	\$34.00	10/19/2006–10/18/2007	\$35.00	10/19/2007–10/18/2008	\$36.00	10/19/2008–10/18/2009	\$37.00	10/19/2009–10/18/2010	\$38.00	On or after 10/19/2010	\$40.00
Termination Date	Benefit Rate (subject to change based on union negotiations)																														
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10/19/2009–10/18/2010	\$38.00																														
On or after 10/19/2010	\$40.00																														
Late retirement benefit	The late retirement benefit is calculated in the same way as at normal retirement, reflecting any service earned after age 65.																														
Early retirement benefit																															
(a) Eligibility	Age 55 with 15 years of continuous service																														

Schedule SB, Part V – Summary of Plan Provisions**(b) Benefit**

Accrued benefit, reduced as shown below. No reduction if active on or after October 19, 1993 and age 60 or older with at least 30 years of continuous service at retirement.

Age	Actuarial Equiv. Factor
55	.343744
56	.379067
57	.418713
58	.463327
59	.513662
60	.570614
61	.635245
62	.708825
63	.792868
64	.889195
65	1.00000

Deferred vested benefit**(a) Eligibility**

5 years of continuous service and one hour on or after 3/1/1989

(b) Benefit

Accrued benefit at termination, payable at normal retirement date.

Benefits can commence first day of month following normal retirement date or a reduced benefit at 55 with 15 years of continuous service.

Disability benefit

Same as deferred vested benefit.

Death benefit**(a) Eligibility**

Married and eligible for a pension benefit

(b) Benefit

Annuity based on accrued benefit at death. Payable at normal retirement date in the normal form for married participants as if participant died on that date. Reduced benefit is available, subject to the same factors as early retirement.

Schedule SB, Part V – Summary of Plan Provisions

Optional forms of retirement benefits	Life Annuity 50% Joint & Survivor 66 2/3% Joint & Survivor 75% Joint & Survivor 100% Joint & Survivor 5-Year Certain & Life 10-Year Certain & Life If total value of benefits is under \$1,000, the benefit will be paid as a lump sum.
Actuarial equivalence basis of optional forms	Amount of an alternative form of benefit (other than a lump sum cash out) which has a value equivalent to the benefit or benefits otherwise payable under the plan, computed on the basis of a 7.50% compound annual interest rate and the UP-1984 mortality table.
Funding medium	Master trust administered by Northern Trust
Prior Plan Provisions	Certain inactive participants may be covered under provisions of a prior plan.

Plan provision changes since prior valuation

- As part of a previously negotiated schedule, the monthly benefit rate increased from \$38 to \$40 effective October 19, 2010. The 2010 funding target and normal cost both reflect the \$40 multiplier for participants expected to complete at least an hour of service on or after October 19, 2010 (the \$38 multiplier is used for participants expected to retire or terminate before October 19, 2010).

Schedule SB, Part V – Summary of Plan Provisions**Benefits included or excluded**

Unless noted below, all benefits provided by the plan, are included in this valuation.

- **Plan amendments excluded:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **IRC Section 436 benefit restrictions:** Not applicable for this valuation
- **Late retirement increases:** Participants over normal retirement age are valued including the late retirement actuarial increase
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations

Significant events

On December 22, 2010, the plan was included in the sale of Tyco International's Electrical and Metal Products (TEMP) business to private equity firm Clayton Dubilier & Rice. Starting on the sale date, the TEMP business began operating as a standalone entity under the name Atkore International. Sponsorship of the plan changed from Tyco International Management Company, LLC to Atkore International. No plan changes were made in conjunction with the transfer of plan sponsorship

To the best of our knowledge, no other significant events occurred during the year.

Schedule SB, Line 26 – Schedule of Active Participant Data

Years of credited service										
Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up
< 25		4								
25 - 29		1								
30 - 34		3	3	1						
35 - 39		1	5	2	2					
40 - 44		9	12	6	5	3				
45 - 49		6	9	4	9	3	3	2		
50 - 54		4	5	4	12	2	6	12		
55 - 59		5	4	5	4	2	1	4	5	
60 - 64		1	4	5	1	1	1	2	2	
65 - 69		1	1			2	2	1		
70+			1		1		1			

Schedule SB, Line 32 – Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases				
Year established		Outstanding balance	Years remaining	Installment
2010	\$	1,913,973	7	\$ 319,876
Total	\$	1,913,973		\$ 319,876

Allied Philadelphia Union Pension Plan
Financial Statements
December 31, 2010

Allied Philadelphia Union Pension Plan

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Statement of Net Assets Available for Benefits as of December 31, 2010 and 2009	3
Statement of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2010 and 2009	4
Notes to Financial Statements	5-17

Supplemental Schedules: *

* Certain schedules are included with Form 5500 of the Master Trust (Annual Return/Report of Employee Benefit Plan) filed with the Department of Labor for the plan year ended December 31, 2010 and are not required to be disclosed for this Plan.

Certified Public Accountants

400 Blue Hill Drive, Suite 2A
Westwood, MA 02090
781.410.2300
781.320.8608 fax

Report of Independent Accountants

To the Participants and Administrator
of the Allied Philadelphia Union Pension Plan

We were engaged to audit the financial statements of the Allied Philadelphia Union Pension Plan (the Plan) as of December 31, 2010 and 2009, and for the years then ended, as listed in the accompanying table of contents. These financial statements 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 The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

As discussed in Note 1, the Plan was included in the December 2010 sale of Tyco International Ltd's Electrical and Metal Products (TEMP) business to a private equity firm. On the sale date, the TEMP business began operating as a standalone entity under the name Atkore International Inc. In conjunction with the transaction sponsorship of the Plan was transferred to Atkore International Inc.

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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America 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.

Westwood, Massachusetts
October 13, 2011

O'Brien, Riley & Ryan P.C.

Allied Philadelphia Union Pension Plan
Statement of Net Assets Available for Benefits

	December 31,	
	2010	2009
Assets		
Investment in the Tyco Master Trust, at fair value	\$ 11,379,494	\$ 10,527,520
Liabilities		
Administrative Expenses Payable	43,630	64,685
Net Assets Available for Benefits	<u>\$ 11,335,864</u>	<u>\$ 10,462,835</u>

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

Allied Philadelphia Union Pension Plan
Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2010	2009
Additions		
Plan Interest in the Tyco Master Trust		
Net Investment Income	\$ 1,288,354	\$ 2,265,903
Employer Contributions	-	199,000
Total Additions	1,288,354	2,464,903
Deductions		
Benefit Payments	234,975	208,211
Administrative Expenses	180,350	166,926
Total Deductions	415,325	375,137
Net Increase	873,029	2,089,766
Net Assets Available for Benefits		
Beginning of Year	10,462,835	8,373,069
End of Year	<u>\$ 11,335,864</u>	<u>\$ 10,462,835</u>

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

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

1. DESCRIPTION OF PLAN

The following brief description of the Allied Philadelphia Union Pension Plan (the "Plan"), formerly the Allied Tube and Conduit Corporation Plan for Philadelphia Union Employees, is provided for general information purposes only. Selected Plan provisions are described below. Participants should refer to the Plan document and summary of Plan description for more complete information regarding the terms of the Plan.

General

The Plan is a trustee, noncontributory, defined benefit pension plan covering substantially all eligible union employees of the Philadelphia Plant of Allied Tube and Conduit Corporation (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code of 1986, as amended (the "Code").

Effective September 30, 2006, in anticipation of the plan to separate Tyco International Ltd. ("TIL") into three separate, unrelated publicly traded companies consisting of Covidien Ltd. ("Covidien"), TE Connectivity, formerly Tyco Electronics Ltd., and TIL (the "Separation"), the Plan was amended to change the Plan Sponsor from Tyco International (US) Inc. to Citrine Management Corp. ("CMC"). On February 8, 2007, CMC changed its name to Tyco International Management Company ("TIMCO"). On June 29, 2007 TIL was separated into three unrelated publically traded companies. TIMCO converted on August 13, 2010, from a Nevada corporation to a Nevada limited liability company. TIMCO's new legal name is Tyco International Management Company, LLC ("TIMCO LLC" or "Tyco"). TIMCO LLC was the Plan Sponsor of the Plan up to December 22, 2010.

On November 9, 2010, TIL announced that it entered into an investment agreement (the "Agreement") to sell a majority interest in its Electrical and Metal Products business to an affiliate of the private equity firm Clayton, Dubilier & Rice, LLC (the "Investor"). TIL formed a newly incorporated holding company, Atkore International Inc. ("Atkore"), to hold the Company's Electrical and Metal Products business. On December 22, 2010, the transaction closed and the Investor acquired shares of a newly-created class of cumulative convertible preferred stock of Atkore (the "Preferred Stock"). The Preferred Stock initially represented 51% of the outstanding capital stock (on an as-converted basis) of Atkore. The assets and liabilities relating to the participants of the Allied Harvey Union Pension Plan, the Allied Philadelphia Union Pension Plan, the T.J. Cope Pension Plan and the Unistrut Pension Plan, which were sold in the transaction above, continued to be a part of the Master Trust as of December 31, 2010. During April of 2011, \$59,386,733 of assets relating to Atkore participants was transferred to a master trust established by Atkore. Accordingly, Atkore ("Plan Sponsor") is currently the Plan Sponsor of the Plan.

Funding Policy

The Company's funding policy is to make all required contributions to the pension plan in accordance with applicable pension laws and regulations. Additional voluntary contributions (in excess of required minimum amounts) are periodically considered based on their individual merits. No Company contributions were necessary during 2010 in order to meet the minimum funding requirements under Internal Revenue Service regulations. The Company's contributions for 2009 met the minimum funding requirements under Internal Revenue Service regulations.

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA.

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

Pension Benefits

Employees who are members of the United Steel Workers of America Local 404-U38 formerly 7737-18, are 21 years of age and have completed the later of age 65 or five or more years of continuous service are entitled to annual pension benefits beginning at normal retirement age of 65 equal to the amount of their monthly benefits (based on their retirement date) multiplied by their credited service to their normal retirement date. The Plan permits early retirement at ages 55 through 64 for participants who have completed 15 years of service. Upon retirement, participants will receive their pension benefits in the form of a life annuity for single participants or a joint and survivor annuity for married participants. Participants may elect to receive a 5 or 10-year annuity.

Disability and Death Benefits

Participants who terminate employment due to total and permanent disability or spouses of vested participants who die may be entitled to receive benefits under this Plan.

Administrative Expenses

Insurance premiums, trustee service charges, audit fees, investment related fees and certain administrative and actuarial fees are paid by the Plan. All other expenses associated with the administration of the Plan are paid by the Company.

Plan Administration

From January 1, 2010 to December 22, 2010, the Plan had an Administrative Committee and an Investment Committee. The Administrative Committee acts in the capacities of Plan administrator and Plan fiduciary. The Investment Committee acts in the capacity of Plan fiduciary. Committee members are appointed by the Board of Directors of TIMCO LLC. The Investment Committee appoints the investment managers to manage the assets of the Tyco Master Trust (the "Master Trust"). After December 22, 2010 the Plan was administered by the Atkore Board of Directors.

Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable, or would have been payable, during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (the "PBGC"), a U.S. government agency, up to the applicable limitations.
3. All other vested benefits; that is, vested benefits not insured by the PBGC.
4. All nonvested benefits.

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

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

Plan Termination, continued

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan's sponsor and the level of benefits guaranteed by the PBGC.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Actuarial Valuation Method and Assumptions

Independent actuaries are employed by the Company to determine the Plan's required contributions, present value of accumulated benefits, and prior service costs using the traditional unit credit cost method. The significant actuarial assumptions including mortality, salary increases, and investment returns, used by the independent actuaries are summarized as follows:

Investment Return Rate:	6.66% Effective interest rate based on funding segment rates: 4.60% for first 5 years, 6.65% for next 15 years, and 6.76% for years after 20 years
Retirement:	Weighted Average Age 65
Mortality:	IRC Section 430(h)(3) prescribed separate static annuitant and non-annuitant mortality tables

The investment return rate used in the January 1, 2009 valuation was 8.06% based on the IRS November 2008 full yield curve.

The effect of these changes is included in footnote 3 under the caption Change in actuarial assumptions.

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The investment in the Master Trust is shown at estimated fair value since no quoted market price for this investment is available. The fair value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the Master Trust plus actual contributions and allocated net investment income or loss less actual distributions and allocated administrative expenses. Net investment income or loss and certain administrative expenses are allocated to the individual plans based upon the ratio of the plans holdings in the Master Trust of the prior month end.

Other significant accounting policies include: investment transactions are recorded on the trade date, gains or losses on sales of investments are recorded as the difference between proceeds and cost, cost is determined on a specific identification basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

Investment Valuation and Income Recognition, continued

Fair value is the price that would be received by the Plan to sell an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements require the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The fair values of the underlying investments of the Master Trust are determined as follows:

Cash and cash equivalents are primarily invested in a money market mutual fund. The fair value is determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

103-12 investment entities: The underlying assets in this pooled investment are valued individually by the custodian except that income and expenses are valued on the accrual basis. The value of the underlying assets are net of any expenses, charges, or other liabilities incurred or accrued by the pooled fund in accordance with procedures consistently followed and uniformly applied. The net value of the pooled fund assets are divided by the total number of units of the pooled fund in existence as of the relevant valuation date. The values are supported by actual redemption prices (level 2 inputs).

Common stocks: are valued by obtaining prices on recognized and highly liquid exchanges (level 1 inputs).

Common collective trusts are valued based on their net asset values, as reported by custodians of the common collective trusts and as supported by actual redemption prices (level 2 inputs). Included in the common collective trusts are money market funds which are valued at the net asset value per share as quoted by such companies or funds as of the valuation date. The money market funds are institutional commingled funds. Although not traded on active markets the net asset value per share is observable. Cash is valued at the amounts deposited in the fund, plus accrued interest (level 1 inputs).

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

Investment Valuation and Income Recognition, continued

Corporate bonds: The majority of this balance represents more than 200 corporate investment grade and high yield credit bonds ("Corporate credits"), as well as Asset Backed Securities ("ABS"). The Corporate credits are generally priced using the most recent bid prices or potentially the mean of the latest bid and ask prices. ABS are generally valued using matrix pricing through recognized financial models utilized by the investment manager and the custodian that incorporate other observable inputs such as cash flow, security structure, or market information, when there is no broker/dealer quote available (level 2 inputs).

Partnership/joint venture interests are valued by the custodian based on the underlying assets which includes publicly traded common stock, commercial paper, futures, foreign exchange forwards and money market funds. Redemption value is based on current ownership percentage at the end of the calendar month. Redemption frequency is on a monthly basis, upon 15 days advance notice (level 2 inputs).

U.S. government securities: These are direct obligations of the U.S. government or its agencies. These securities are generally priced using the most recent bid prices or potentially the mean of the latest bid and ask prices. This category also includes mortgage backed securities ("MBS") issued by U.S. government agencies that may utilize models, such as a single cash flow model, that incorporate data on interest rate movements, pass-thru securities markets, bid evaluations, and other pertinent data (level 2 inputs).

Registered investment companies are valued by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs). Some registered investment companies have private open-ended mutual funds which are valued based on their net asset values, as reported by custodians of the registered investment companies and as supported by actual redemption prices (level 2 inputs).

Other investments: Includes swap, municipal bond, non-U.S. government bonds, and sundry assets which are valued either by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs) or by third party pricing sources obtained by the custodian which may utilize models that incorporate pertinent data to determine pricing and non-U.S. sovereign debt securities, where the custodian will utilize available broker/dealer quotes (level 2 inputs).

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

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Accordingly, actual results may differ from those estimates.

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

Federal Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated December 12, 2002, that the Plan and related trust are designed in compliance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes is required.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to tax examinations for years prior to 2007.

Subsequent Events

The Plan Sponsor has evaluated subsequent events through October 13, 2011, which is the date the financial statements were available to be issued.

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

3. ACCUMULATED BENEFITS

The actuarial present value of accumulated benefits is as follows:

	January 1, 2010
	<u> </u>
Vested benefits:	
Participants or beneficiaries currently receiving payments	\$ 1,877,727
Other participants	9,035,791
	<u>10,913,518</u>
Nonvested benefits	<u>1,052,621</u>
Total actuarial present value of accumulated benefits	<u><u>\$ 11,966,139</u></u>

The change in the actuarial present value of accumulated benefits is as follows:

	Fiscal Year Ended January 1, 2010
	<u> </u>
Actuarial present value of accumulated benefits at beginning of fiscal year	<u>\$ 9,561,962</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated	(37,683)
Change in actuarial assumptions	1,888,467
Passage of time	761,604
Benefits paid	<u>(208,211)</u>
Total changes	<u>2,404,177</u>
Actuarial present value of accumulated benefits at end of fiscal year	<u><u>\$ 11,966,139</u></u>

The actuarial present value of accumulated benefits as of January 1, 2010 is based upon an effective interest rate of 6.66% based on funding segment rates. See Note 2.

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

4. INFORMATION CERTIFIED BY THE TRUSTEE

The following summarized information and certain underlying detail included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by The Northern Trust Company, the trustee for the Plan as of and for the years ended December 31, 2010 and 2009.

	December 31,	
	2010	2009
Investment in the Tyco Master Trust	<u>\$ 11,379,494</u>	<u>\$ 10,527,520</u>
Plan Interest in the Tyco Master Trust		
Net Investment Income	<u>\$ 1,288,354</u>	<u>\$ 2,265,903</u>

5. INVESTMENT IN THE MASTER TRUST

As of December 31, 2010 and 2009 the Plan's sole investment is in the Master Trust, which was established for the investment of assets of the Plan and several other TIMCO LLC and affiliated companies' sponsored retirement plans. The assets of the Master Trust are held by its trustee, The Northern Trust Company, for the years ended December 31, 2010 and 2009. Each participating retirement plan has an undivided interest in the assets of the Master Trust except for any other securities, which, if applicable, are identifiable with individual plans. The Plan's interest in the net assets of the Master Trust is approximately 2% at December 31, 2010 and 2009.

The Master Trust discontinued its securities lending program during 2009.

The following financial information was obtained from data that has been prepared and certified to as complete and accurate by the trustee of the Master Trust. Such financial information has not been audited by the Plan's independent accountants.

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

The following table presents the net assets of the Master Trust. Investments that represent 5 percent or more of the Master Trust net assets have been separately identified.

	December 31,	
	2010	2009
ASSETS:		
Investments, at fair value		
Cash and Cash Equivalents	\$ 1,603,858	\$ 6,628,309
103-12 Investment Entities	-	30,738,618
Common Stocks	127,881,661	171,231,301
Common/Collective Trusts		
Blackrock Debt Index Fund	82,663,599	-
UBS All CountryWorld Equity	49,365,530	43,870,495
Northern Trust Russell 1000 Index Fund	184,480,867	87,299,064
Northern Trust Russell 1000 Value Index Fund	-	47,593,418
Other Common/Collective Trusts	15,582,747	11,979,791
Corporate Bonds	33,574,976	112,321,019
Partnership/Joint Venture Interests		
AQR International Equity Fund	47,746,318	43,409,999
U.S. Government Securities	53,864,636	86,181,418
Registered Investment Companies	73,543,605	11,294
Other Investments	4,330,469	5,155,919
Total Investments, at fair value	674,638,266	646,420,645
Other Receivables	3,051,559	9,073,015
Total Assets	677,689,825	655,493,660
LIABILITIES:		
Other Payables	1,660,303	10,886,241
Net Assets	\$ 676,029,522	\$ 644,607,419

Net investment income of the Master Trust is as follows:

	Year Ended December 31,	
	2010	2009
Interest and Dividend Income	\$ 10,292,272	\$ 13,078,463
Net Appreciation/(Depreciation) in Fair Value of Investments:		
103-12 Investment Entities	2,600,862	5,459,785
Common Stocks	26,511,654	49,477,466
Common/Collective Trusts	26,363,861	48,257,038
Corporate Bonds	3,470,817	20,733,267
Non-Interest Bearing Cash	97,048	(15,647)
Partnership/Joint Venture Interests	4,336,319	13,492,469
Registered Investment Companies	1,877,388	177
U.S. Government Securities	2,021,771	25,966
Other Investments	(499,254)	1,220,380
Total Net Investment Income	\$ 77,072,738	\$ 151,729,364

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

As noted in Footnote 1, the Allied Harvey Union Pension Plan, the Allied Philadelphia Union Pension Plan, the T.J. Cope Pension Plan and the Unistrut Pension Plan were part of the sale to Atkore. The assets of these plans continued to be a part of the Tyco Master Trust as of December 31, 2010.

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2010.

	12/31/2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and Cash Equivalents	\$ 1,603,858	\$ 1,603,858	\$ -	\$ -
Common Stocks				
US	88,374,842	88,374,842	-	-
Non-US	39,506,819	39,506,819	-	-
Common Collective Trusts				
Short-Term Securities	15,582,747	15,582,747	-	-
US Equity	184,480,867	-	184,480,867	-
Non-US Equity	49,365,530	-	49,365,530	-
US Fixed Income	82,663,599	-	82,663,599	-
Corporate Bonds				
US	33,574,976	-	33,574,976	-
Partnership/Joint Venture Interests	47,746,318	-	47,746,318	-
U.S. Government Securities	53,864,636	-	53,864,636	-
Registered Investment Companies	73,543,605	1,636,830	71,906,775	-
Other Investments	4,330,469	219,528	4,110,941	-
Total Investments, at Fair Value	<u>\$ 674,638,266</u>	<u>\$ 146,924,624</u>	<u>\$ 527,713,642</u>	<u>\$ -</u>

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2009.

	12/31/2009	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and Cash Equivalents	\$ 6,628,309	\$ 6,628,309	\$ -	\$ -
103-12 Investment Entities	30,738,618	-	30,738,618	-
Common Stocks				
US	121,306,435	121,306,435	-	-
Non-US	49,924,866	49,924,866	-	-
Common Collective Trusts				
Short-Term Securities	11,979,791	11,979,791	-	-
US Equity	178,762,977	-	178,762,977	-
Corporate Bonds				
US	101,274,239	-	101,274,239	-
Non-US	11,046,780	-	11,046,780	-
Partnership/Joint Venture Interests	43,409,999	-	43,409,999	-
U.S. Government Securities	86,181,418	-	86,181,418	-
Registered Investment Companies	11,294	11,294	-	-
Other Investments	5,155,919	-	5,155,919	-
Total Investments, at Fair Value	<u>\$ 646,420,645</u>	<u>\$ 189,850,695</u>	<u>\$ 456,569,950</u>	<u>\$ -</u>

The Master Trust did not have any investments measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the years ended December 31, 2010 and 2009.

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instruments and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2010, there were no significant transfers in or out of any levels.

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

6. NET ASSET VALUE (NAV) PER SHARE

The Plan expanded its disclosures to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net assets value per share as of December 31, 2010.

The following table for December 31, 2010, sets forth a summary of the Master Trust's investments with a reported NAV.

Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Registered Investment Companies (1)	\$ 73,105,741	\$ -	Daily	none	1 day
Common Collective Trust					
US Equity (2)	184,480,867	-	Daily	none	1 day
Non-US Equity (3)	49,365,530	-	Twice a Month	none	2 days
US Fixed Income (4)	82,663,599	-	Daily	none	2 days
	<u>\$ 389,615,737</u>	<u>\$ -</u>			

- (1) These funds have an investment objective to exceed the returns of the Barclays Aggregate Bond Index and Barclays U.S. Aggregate Government/Credit Long Index.
- (2) This is a passive index fund whose objective is to track the return of the Russell 1000 U.S. Equity Index.
- (3) This fund has an investment objective of exceeding the return of the broad non-U.S. equity market.
- (4) This is a passive index fund whose objective is to track the return of the Barclays Aggregate Bond Index.

Allied Philadelphia Union Pension Plan
Notes to Financial Statements
December 31, 2010

The following table for December 31, 2009, sets forth a summary of the Master Trust's investments with a reported NAV.

Fair Value Estimated Using Net Asset Value Per Share
December 31, 2009

<u>Investment</u>	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice Period</u>
103-12 Investment Entities (1)	\$ 30,738,618	\$ -	Daily	none	1 day
Common Collective Trust					
U.S. Fixed Income (2)	134,892,482	-	Daily	none	1 day
U.S. Fixed Income (3)	43,870,495	-	Twice a Month	none	5 days
	<u>\$ 209,501,595</u>	<u>\$ -</u>			

(1) This fund has an investment objective of exceeding the return of the broad non-U.S. equity market as defined by the MSCI All Country World Index excluding the U.S. equity market.

(2) This is a fund whose objective is to exceed the return of the U.S. corporate bonds and mortgage backed securities sectors in the Barclays Aggregate Bond Index.

(3) These are two passive index funds whose objectives are to track the returns of the Russell 1000 and Russell 1000 Value U.S. equity indices, respectively.

7. RISKS & UNCERTAINTIES

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

Plan contributions are made and the actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the use of estimates and the assumption setting process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

**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 Allied Philadelphia Union Pension Plan	B Three-digit plan number (PN) ▶ 040
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Atkore International, Inc.	D Employer Identification Number (EIN) 90-0631477
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	10,527,520
b Actuarial value.....	2b	10,448,752
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 54	1,877,727
b For terminated vested participants.....	3b 139	2,143,506
c For active participants:		
(1) Non-vested benefits.....	3c(1)	1,052,621
(2) Vested benefits.....	3c(2)	6,892,285
(3) Total active.....	3c(3) 195	7,944,906
d Total.....	3d 388	11,966,139
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	6.66 %
6 Target normal cost.....	6	519,289

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	MATTHEW KUMPF (MK)	10/12/2011
Signature of actuary		Date
Matthew Kumpf		11-07351
Type or print name of actuary		Most recent enrollment number
Mercer		(212) 345-7000
Firm name		Telephone number (including area code)
1166 Avenue of the Americas		
New York NY 10036		
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)	1,265,095	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	231,043	0
9 Amount remaining (Item 7 minus item 8)	1,034,052	0
10 Interest on item 9 using prior year's actual return of <u>30.19</u> %	312,180	
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>8.06</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	471,000	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	875,232	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	99.60 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

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

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

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ 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 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	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	519,289
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1,913,973	319,876
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	839,165
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	839,165	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	0
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0