

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), 6057(b), 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 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>06/30/2011</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>SEQUA RETIREMENT PLAN</u> 2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>SEQUA CORPORATION</u> <u>300 BLAISDELL ROAD</u> <u>ORANGEBURG, NY 10962-2506</u>	1b Three-digit plan number (PN) ▶ <u>002</u>	1c Effective date of plan <u>01/01/1952</u>	
	2b Employer Identification Number (EIN) <u>13-1885030</u>		
	2c Sponsor's telephone number <u>845-230-7352</u>		
	2d Business code (see instructions) <u>333610</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.	04/13/2012	MICHAEL BLICKENSDERFER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/13/2012	MICHAEL BLICKENSDERFER
	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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SEQUA CORPORATION 300 BLAISDELL ROAD ORANGEBURG, NY 10962-2506	3b Administrator's EIN 13-1885030 3c Administrator's telephone number 845-230-7352
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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	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	8902
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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:

1A 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)

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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 06/30/2011

▶ **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>SEQUA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SEQUA CORPORATION</u>	D Employer Identification Number (EIN) <u>13-1885030</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>2011</u>
2	Assets:
a	Market value 2a <u>391995966</u>
b	Actuarial value 2b <u>359576239</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>3984</u> <u>222856165</u>
b	For terminated vested participants 3b <u>3586</u> <u>91411313</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>1274028</u>
(2)	Vested benefits 3c(2) <u>65545053</u>
(3)	Total active 3c(3) <u>1332</u> <u>66819081</u>
d	Total 3d <u>8902</u> <u>381086559</u>
4	If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.22 %</u>
6	Target normal cost 6 <u>2111326</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>04/06/2012</u>
Signature of actuary	Date
<u>MARK GENGEBACH, F.S.A.,E.A.</u>	<u>11-07102</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC.</u>	<u>212-309-3400</u>
Firm name	Telephone number (including area code)
<u>335 MADISON AVENUE</u> <u>NEW YORK, NY 10017-4605</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) 2011
v.012611

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 (line 13 from prior year)	54334262	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	4051349	0
9	Amount remaining (line 7 minus line 8)	50282913	0
10	Interest on line 9 using prior year's actual return of <u>15.39</u> %	7738540	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.56</u> % except as otherwise provided (see instructions)		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	Other reductions in balances due to elections or deemed elections	4820525	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	53200928	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	80.39 %
15	Adjusted funding target attainment percentage	15	80.39 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	105.41 %
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 contributions from prior years	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	2111326	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	74711248	4076336	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	6187662	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	6187676		6187676
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	459156	
43 Excess installment acceleration amount to be carried over to future plan years	43	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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **06/30/2011**

A Name of plan SEQUA RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 SEQUA CORPORATION	D Employer Identification Number (EIN) 13-1885030

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

BUCK CONSULTANTS

13-3954297

(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 17 50	NONE	6112	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

23-1159360

(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 17 50	NONE	54272	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BENXL TECHNOLOGIES

23-2694597

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50	NONE	60285	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

KPMG, LLP

34-6565596

(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 50	NONE	55000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN STANLEY DEAN WITTER

13-3040307

(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 50 51 52	NONE	235904	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

GOLDMAN SACHS ASSET MANAGEMENT, LP

13-3575636

(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 50 51 52	NONE	154762	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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)

IRVING PLACE CAPITAL PARTNERS

13-4122604

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 50 51	NONE	0	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

UBS GLOBAL ASSET MGMT.

13-2725861

(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?
27 28 50 51 52	NONE	85578	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

THE BANK OF NEW YORK

13-5160382

(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 25 50	NONE	150333	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

TROUTMAN SANDERS LLP

58-0946915

(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 50	NONE	1793	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 06/30/2011					
A Name of plan SEQUA RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SEQUA CORPORATION				D Employer Identification Number (EIN) 13-1885030	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: THE SEQUA CORPORATION MASTER TRUST					
b Name of sponsor of entity listed in (a): SEQUA CORPORATION					
c EIN-PN 13-3708654-001		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 397996003	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (	

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 06/30/2011		
A Name of plan SEQUA RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 SEQUA CORPORATION	D Employer Identification Number (EIN) 13-1885030	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	390710945	397996003
(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	390710945	397996003

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	317392	424385
i Acquisition indebtedness	1i		
j Other liabilities	1j		397571618
k Total liabilities (add all amounts in lines 1g through 1j)	1k	317392	397996003

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	390393553	0
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		19433886
(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		19433886

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11169400	
(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)		11169400
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)	249283	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	471618	
(4) Other	2i(4)	365520	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1086421
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12255821

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7178065
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		397571618

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: KPMG

(2) EIN: 13-5565207

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		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

SEQUA PENSION PLAN

5b(2) EIN(s)	5b(3) PN(s)
13-1885030	001

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 06/30/2011

A Name of plan <u>SEQUA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SEQUA CORPORATION</u>	D Employer Identification Number (EIN) <u>13-1885030</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-3708654</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>7</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

- 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: 57% Investment-Grade Debt: 27% High-Yield Debt: 0% Real Estate: 8% Other: 8%

- 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):



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

Employee Benefit Plans Administrative Committee
Sequa Retirement Plan:

We were engaged to audit the accompanying Statements of Net Assets Available for Benefits of the Sequa Retirement Plan (the Plan) as of June 30, 2011 (date of Plan merger) and December 31, 2010 and the related Statements of Changes in Net Assets Available for Benefits for the period from January 1, 2011 to June 30, 2011 (date of Plan merger) and the year ended December 31, 2010. 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 investment information summarized in Note 8, which was certified by The Bank of New York Mellon, 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 certifications from the trustee as of and for the period from January 1, 2011 to June 30, 2011 and the year ended December 31, 2010 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements 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.

As discussed in Note 1, the Plan merged into the Sequa Pension Plan on June 30, 2011. Assets were transferred on July 1, 2011.

KPMG LLP

January 30, 2012

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	Sequa Corporation
EIN/PN	13-1885030 / 002
Plan Name	Sequa Retirement Plan
Valuation Date	January 1, 2011
Enrolled Actuary	Mark Gengenbach, F.S.A.
Enrollment Number	11-07102

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years.

The Sequa Retirement Plan merged with and into the Sequa Pension Plan effective June 30, 2011. The minimum required contribution for the short 2011 Plan Year (i.e., January 1, 2011 to June 30, 2011) for the Sequa Retirement Plan was first determined by calculating the minimum required contribution for the 2011 Plan Year had the merger not occurred (equal to a full year's Target Normal Cost and net shortfall amortization installment, plus the full amount of the acceleration adjustment). This full year amount was then prorated to develop the minimum required contribution for the short Plan Year ending June 30, 2011, and this amount is shown on the attached forms. The remaining portion of the full year amount attributed after June 30, 2011 will be included in the 2011 Plan Year minimum required contribution for the Sequa Pension Plan.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2011 This Form is Open to Public Inspection																								
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>06/30/2011</u> ► 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>Sequa Retirement Plan</u>		B Three-digit plan number (PN) <u>002</u>																								
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Sequa Corporation</u>		D Employer Identification Number (EIN) <u>13-1885030</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>1</u> Day <u>1</u> Year <u>2011</u>																										
2 Assets: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">a Market value</td> <td style="width: 10%; text-align: center;">2a</td> <td style="width: 20%; text-align: right;">391,995,966</td> </tr> <tr> <td>b Actuarial value</td> <td style="text-align: center;">2b</td> <td style="text-align: right;">359,576,239</td> </tr> </table>			a Market value	2a	391,995,966	b Actuarial value	2b	359,576,239																		
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b Actuarial value	2b	359,576,239																								
3 Funding target/participant count breakdown: <table style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 45%;"></th> <th style="width: 25%; text-align: center;">(1) Number of participants</th> <th style="width: 30%; text-align: center;">(2) Funding Target</th> </tr> <tr> <td>a For retired participants and beneficiaries receiving payment.....</td> <td style="text-align: center;">3a 3,984</td> <td style="text-align: right;">222,856,165</td> </tr> <tr> <td>b For terminated vested participants.....</td> <td style="text-align: center;">3b 3,586</td> <td style="text-align: right;">91,411,313</td> </tr> <tr> <td>c For active participants:</td> <td></td> <td></td> </tr> <tr> <td> (1) Non-vested benefits.....</td> <td style="text-align: center;">3c(1)</td> <td style="text-align: right;">1,274,028</td> </tr> <tr> <td> (2) Vested benefits.....</td> <td style="text-align: center;">3c(2)</td> <td style="text-align: right;">65,545,053</td> </tr> <tr> <td> (3) Total active.....</td> <td style="text-align: center;">3c(3) 1,332</td> <td style="text-align: right;">66,819,081</td> </tr> <tr> <td>d Total.....</td> <td style="text-align: center;">3d 8,902</td> <td style="text-align: right;">381,086,559</td> </tr> </table>				(1) Number of participants	(2) Funding Target	a For retired participants and beneficiaries receiving payment.....	3a 3,984	222,856,165	b For terminated vested participants.....	3b 3,586	91,411,313	c For active participants:			(1) Non-vested benefits.....	3c(1)	1,274,028	(2) Vested benefits.....	3c(2)	65,545,053	(3) Total active.....	3c(3) 1,332	66,819,081	d Total.....	3d 8,902	381,086,559
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d Total.....	3d 8,902	381,086,559																								
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐ <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">a Funding target disregarding prescribed at-risk assumptions</td> <td style="width: 10%; text-align: center;">4a</td> <td style="width: 20%;"></td> </tr> <tr> <td>b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor</td> <td style="text-align: center;">4b</td> <td></td> </tr> </table>			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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b																			
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b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b																									
5 Effective interest rate 5 6.22 %																										
6 Target normal cost 6 2,111,326																										
Statement by Enrolled Actuary <small>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.</small>																										
SIGN HERE	<u>Mark Gengenbach</u> MBG Signature of actuary <u>Mark Gengenbach, F.S.A., E.A.</u> Type or print name of actuary <u>Towers Watson Pennsylvania Inc.</u> Firm name <u>335 Madison Avenue</u> Address of the firm <u>New York NY 10017-4605</u>	<u>4/6/12</u> Date <u>11-07102</u> Most recent enrollment number <u>(212) 309-3400</u> Telephone number (including area code)																								
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.																										

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 (line 13 from prior year).....	54,334,262	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	4,051,349	0
9 Amount remaining (line 7 minus line 8).....	50,282,913	0
10 Interest on line 9 using prior year's actual return of <u>15.39</u> %.....	7,738,540	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.56</u> % except as otherwise provided (see instructions).....		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 Other reductions in balances due to elections or deemed elections.....	4,820,525	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	53,200,928	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.39 %
15 Adjusted funding target attainment percentage	15	80.39 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	105.41 %
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 contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	

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: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %	☐ N/A, full yield curve used
-------------------------	------------------------	------------------------	------------------------	---

b Applicable month (enter code)..... **21b** 4

22 Weighted average retirement age **22** 63

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 contributions for all prior years **28** 0

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

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

Part VIII Minimum required contribution for current year**31** Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)..... **31a** 2,111,326

b Excess assets, if applicable, but not greater than 31a **31b** 0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	74,711,248	4,076,336
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 (lines 31a - 31b + 32a + 32b - 33)..... **34** 6,187,662

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	6,187,676		6,187,676

36 Additional cash requirement (line 34 minus line 35)..... **36** 0

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

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) **38a** 0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0

40 Unpaid minimum required contributions for all years..... **40** 0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)**41** If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☒ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011

42 Amount of acceleration adjustment **42** 459,156

43 Excess installment acceleration amount to be carried over to future plan years **43** 0

Schedule SB, Line 22 - Description of Weighted Average Retirement Age
Sequa Retirement Plan

EIN: 13-1885030

Plan Number: 002

<u>Age</u>	<u>Rate of Retirement</u>	<u>Population Survivorship</u>	<u>Number Retiring</u>	<u>Weighted Retirement by Age</u>	<u>Average Retirement Age</u>
55	0.0500	100,000	5,000	275,000	
56	0.0300	95,000	2,850	159,600	
57	0.0300	92,150	2,765	157,577	
58	0.0300	89,386	2,682	155,531	
59	0.0300	86,704	2,601	153,466	
60	0.0300	84,103	2,523	151,385	
61	0.0300	81,580	2,447	149,291	
62	0.2500	79,132	19,783	1,226,551	
63	0.1000	59,349	5,935	373,900	
64	0.1000	53,414	5,341	341,852	
65	1.0000	48,073	48,073	3,124,738	
Total		868,891	100,000	6,268,891	62.7

Sequa Corporation

Sequa Retirement Plan

Schedule SB, Line 25 – Change in Method

EIN / PN: 13-1885030 / 002

The following method changes were reflected in the 2011 actuarial valuation:

Aspect of the Valuation	Old	New
Funding Interest Rate for Contributions	IRS prescribed segment rates without 3-year transition, based on bond yields through January 2010	IRS prescribed segment rates without 3-year transition, based on bond yields through September 2010

In addition, the Sequa Retirement Plan merged with and into the Sequa Pension Plan effective June 30, 2011. The minimum required contribution for the short 2011 Plan Year (i.e., January 1, 2011 to June 30, 2011) for the Sequa Retirement Plan was first determined by calculating the minimum required contribution for the 2011 Plan Year had the merger not occurred (equal to a full year's Target Normal Cost and net shortfall amortization installment, plus the full amount of the acceleration adjustment). This full year amount was then prorated to develop the minimum required contribution for the short Plan Year ending June 30, 2011, and this amount is shown on the attached forms. The remaining portion of the full year amount attributed after June 30, 2011 will be included in the 2011 Plan Year minimum required contribution for the Sequa Pension Plan.

Sequa Corporation
Sequa Retirement Plan
Schedule SB, Line 26 - Schedule of Active Participant Data
EIN / PN: 13-1885030 / 002

[illegible]

EIN: 13-1885030

[illegible]

Sequa Retirement Plan

Actuarial Assumptions and Methods – Contributions

Economic Assumptions

Interest rate basis:

- | | |
|---------------------|----------------|
| ▶ Applicable month | September 2010 |
| ▶ Yield curve basis | Segment rates |

Interest rates:

- | | |
|---------------------------|-------|
| ▶ First segment rate | 3.78% |
| ▶ Second segment rate | 6.31% |
| ▶ Third segment rate | 6.57% |
| ▶ Effective interest rate | 6.22% |

Annual rates of increase:

- | | |
|-------------------------------------|-------|
| ▶ Compensation | 4.00% |
| ▶ Future Social Security wage bases | 4.50% |
| ▶ Statutory limits on compensation | 4.00% |

Demographic Assumptions

Inclusion Date	The valuation date coincident with or next following the date on which the employee becomes a participant
New or rehired employees	It was assumed there will be no new or rehired employees. This plan has been closed to new entrants.
Mortality	
▶ Healthy	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2026 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments projected to 2018 using Scale AA)
▶ Disabled	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2026 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments projected to 2018 using Scale AA)
Termination	Rates varying by age and service

Representative Termination Rates

Percentage leaving during the year

Attained Age	Years of Service					
	<1	1	2	3	4	>=5
20	30.0%	29.0%	28.0%	27.0%	26.0%	25.0%
25	30.0%	29.0%	28.0%	27.0%	26.0%	25.0%
30	21.0%	20.0%	19.0%	18.0%	17.0%	16.0%
35	15.0%	14.0%	13.0%	12.0%	11.0%	10.0%
40	10.0%	9.0%	8.0%	7.0%	6.0%	5.0%
45	7.0%	6.0%	5.0%	4.0%	3.0%	2.0%
50	5.0%	4.0%	3.0%	2.0%	1.0%	0.0%
55	4.0%	3.0%	2.0%	1.0%	0.0%	0.0%
60	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
65	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%

Disability	No disability rates are assumed
------------	---------------------------------

Sequa Corporation
Sequa Retirement Plan
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
EIN / PN: 13-1885030 / 002

Retirement

Rates varying by age, average age 63

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Percentage retiring during the year	
Age	Assumption
55	5.0%
56	3.0%
57	3.0%
58	3.0%
59	3.0%
60	3.0%
61	3.0%
62	25.0%
63	10.0%
64	10.0%
65	100.0%

Benefit commencement date:

- ▶ Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55
- ▶ Deferred vested benefit The later of age 65 or termination of employment
- ▶ Retirement benefit Upon termination of employment

Form of payment 50% of participants are assumed to elect a single life annuity and 50% are assumed to elect a 50% J&S annuity.

Percent married For purposes of valuing pre-retirement surviving spouse benefits, 75% of participants were assumed to be married.
For purposes of determining the optional forms expected to be elected at commencement, 100% of participants were assumed to be married.

Spouse age Wife three years younger than husband

Administrative expenses \$500,000 plus actual PBGC premiums for 2011

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefit payments, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2010 plan year.)</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits not valued	<p>All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Sequa Corporation and, based on that review, is not aware of any significant benefits required to be valued that were not.</p> <p>The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment as well as lump sums to terminated participants if the value is less than \$10,000. Such lump sums are not explicitly valued as such; rather such benefits are valued using the benefit choice assumptions described above.</p>
Change in assumptions and methods since the last actuarial valuation	<p>The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of January 2010 to September 2010.</p> <p>The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.</p>

Sequa Retirement Plan – Pre merger

Plan Provisions

The effective date of the Plan is January 1, 1952. The plan was last restated effective January 1, 2008.

Covered Employees All employees other than employees covered by a collective bargaining agreement, non-resident aliens with total earnings constituting foreign service income for U.S. federal income tax purposes, employees who are a citizen of the United States but a permanent resident of foreign jurisdiction, and any employees accruing a pension benefit under a defined benefit plan of the employer or an affiliated employer other than this plan.

Effective June 30, 2011 the Sequa Retirement Plan was merged into the Sequa Pension Plan. All participants of the Sequa Retirement Plan became participants of the Sequa Pension Plan as of the merger date. Benefits remained unchanged for the Sequa Pension Plan participants and the former Sequa Retirement Plan participants.

Participation Date Effective January 1, 1989, an employee is eligible to participate on the date the employee attains age 21 and completes one year of service. Each employee who was a participant in the plan immediately before January 1, 1989, shall continue to be a participant in the plan.

Effective December 31, 2005 all active participants who had attained age 45 on or before December 31, 2005 were required to make a one-time irrevocable election either to continue earning accruals in the plan after December 31, 2005 or to freeze accruals and to participate instead in the discretionary profit-sharing portion of the Sequa 401(k) plan. All accruals were frozen for all active participants who had not attained age 45 on or before December 31, 2005.

Effective June 30, 2011 this plan was merged into the Sequa Pension Plan. All participants of this Plan became participants of the Sequa Pension Plan as of the merger date. Benefits remained unchanged.

Definitions

Vesting service The sum of all periods of service and credited severance periods, measured in full years and completed months.

Pension service *Retirement and Consolidated (including TACR)*

The sum of all periods of service beginning at the date an employee became a participant in this plan or a prior plan. However, if an employee elected to begin making the required employee contributions on the earliest date eligible, benefit service will begin at his date of hire, subject to age restrictions (not before age 25 prior to January 1, 1985; not before age 21 on or after January 1, 1985). Effective January 1, 1989, benefit service for new employees is calculated from date of

employment.

After Six

Completed months of service from the employee's date of hire. Excludes service before February 27, 1968 for Superior Pants employees.

Pensionable pay Base pay, overtime, bonuses, commissions, and annual incentives before any voluntary salary reduction (sections 401(k), 125, or 132(f) of the Internal Revenue Code). Pensionable pay excludes severance pay, salary continuation pay paid by an insurer, short and long term disability pay, workers compensation, relocation expenses, dues, housing, furnishing and auto allowances, fringe benefits, and any nonqualified plan of deferred compensation contributions.

Definitions

Average earnings	For Retirement and Consolidated (including TACR), the monthly average of a participant's pensionable pay beginning at the later of 1994 or date of employment and ending at termination of employment. For After Six, the monthly average of a participant's pensionable pay beginning at the later of 1984 or date of employment and ending at termination of employment.
Social Security benefit	The projected amount of the participant's primary Social Security benefit according to the law in effect at the date of termination of employment assuming continuation of then current earnings to age 65.
Covered compensation	The amount of monthly compensation with respect to which old age and survivor's insurance benefits would be provided to the participant under the Social Security Act, in effect as of the date of termination, determined as if the participant's annual compensation was equal to the maximum amount of earnings subject to tax under the Federal Income Contributions Act (OASDI portion).
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65
Monthly pension benefit	<p>For Retirement and Consolidated (including TACR) the greater of (a) or (b) plus (c):</p> <ul style="list-style-type: none"> (a) The sum of (i) and (ii) <ul style="list-style-type: none"> (i) 0.9% of average earnings multiplied by years of pension service (ii) 0.6% of average earnings in excess of covered compensation multiplied by years of pension service not in excess of 35 years (b) 1.1% of average earnings multiplied by years of pension service (c) The product of (i), (ii), and (iii)

- (i) The participant's shortfall addition per year percentage
- (ii) Average earnings
- (iii) Pension service earned after December 31, 1996 and before January 1, 2000

Additional minimum benefits apply under this plan for certain individuals.

For After Six the greater of (a), (b), (c), or (d):

- (a) 0.9% of average earnings multiplied by pension service plus 0.6% of average earnings that exceeds covered compensation multiplied by pension service not in excess of 35 years
- (b) 1.1% of average earnings multiplied by pension service
- (c) The monthly accrued benefit under the plan as of December 31, 1988
- (d) For non-highly compensated participants who were age 55 with 10 years of service as of January 1, 1989, their expected benefit under the prior plan formula prorated for termination before normal retirement date.

Monthly preretirement death benefit

50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and deferred to the participant's earliest retirement age

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing five years of vesting service. For the participants of the Chromalloy American Corporation Pension Plan, retirement before NRD and on or after both attaining age 50 and completing ten years of vesting service.
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 6.67% for each of the first five years and

3.33% for each of the next five years that payment precedes the participant's NRD

For prior plan participants in the Chromalloy American Corporation Pension Plan for Salaried Employees as of December 31, 1988, an unreduced early retirement benefit is provided for participants whose age plus years of vesting service is at least equal to 90.

Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit determined as of termination date, reduced 6.67% for each of the first five years and 3.33% for each of the next five years that payment precedes the participant's NRD
Preretirement death	Monthly preretirement death benefit reduced 6.67% for each of the first five years and 3.33% for each of the next five years that payment precedes the participant's NRD

Other Plan Provisions

Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms available ongoing are a 100%, 75%, or a 66⅔% joint and survivor annuity, or a 5-, 10-, 15-, or 20-year certain and life annuity. Actuarial equivalence is based on an interest rate of 7.00% and Revenue Ruling 2001-62 mortality table. In addition a lump sum option is available if the value of the participant's benefit does not exceed \$10,000.
Pension Increases	None
Plan Participants' Contributions	As of January 1, 1989 employee contributions are no longer required.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

The Plan was amended during 2010 to provide special enhanced benefits to certain individuals impacted by restructuring activities.



SEQUA RETIREMENT PLAN

Financial Statements

June 30, 2011 (Date of Plan Merger) and December 31, 2010

(With Independent Auditors' Report Thereon)

Sequa Retirement Plan

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KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

Employee Benefit Plans Administrative Committee
Sequa Retirement Plan:

We were engaged to audit the accompanying Statements of Net Assets Available for Benefits of the Sequa Retirement Plan (the Plan) as of June 30, 2011 (date of Plan merger) and December 31, 2010 and the related Statements of Changes in Net Assets Available for Benefits for the period from January 1, 2011 to June 30, 2011 (date of Plan merger) and the year ended December 31, 2010. 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 investment information summarized in Note 8, which was certified by The Bank of New York Mellon, 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 certifications from the trustee as of and for the period from January 1, 2011 to June 30, 2011 and the year ended December 31, 2010 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements 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.

As discussed in Note 1, the Plan merged into the Sequa Pension Plan on June 30, 2011. Assets were transferred on July 1, 2011.

KPMG LLP

January 30, 2012

Sequa Retirement Plan

Statements of Net Assets Available for Benefits

June 30, 2011 (Date of Plan Merger) and December 31, 2010

	<u>2011</u>	<u>2010</u>
<i>Assets</i>		
Plan interest in Sequa Corporation Master Trust (Note 8)	\$ 397,996,003	\$ 390,710,945
<i>Liabilities</i>		
Accrued expenses	424,385	317,392
Due to Sequa Pension Plan	<u>397,571,618</u>	<u>-</u>
Net assets available for benefits	<u>\$ -</u>	<u>\$ 390,393,553</u>

See accompanying notes to financial statements.

Sequa Retirement Plan

Statements of Changes in Net Assets Available for Benefits
Period from January 1, 2011 to June 30, 2011 (Date of Plan Merger)
and the Year Ended December 31, 2010

	<u>2011</u>	<u>2010</u>
Additions to net assets available for benefits:		
Investment income		
Plan interest in Sequa Corporation Master Trust (Note 8)	\$ 19,433,886	\$ 53,551,808
Less investment expenses	603,724	1,068,552
Total additions	<u>18,830,162</u>	<u>52,483,256</u>
Deductions from net assets available for benefits:		
Benefits paid directly to participants	11,169,400	23,190,378
Administrative expenses	177,462	272,457
Payments to PBGC	305,235	314,183
Total deductions	<u>11,652,097</u>	<u>23,777,018</u>
Net increase prior to the Plan merger	7,178,065	28,706,238
Plan merger (Note 1)	<u>(397,571,618)</u>	<u>-</u>
Net decrease	(390,393,553)	-
Net assets available for benefits:		
Beginning of period/year	390,393,553	361,687,315
End of period/year	<u>\$ -</u>	<u>\$ 390,393,553</u>

See accompanying notes to financial statements.

Sequa Retirement Plan

Notes to Financial Statements

June 30, 2011 (Date of Plan Merger) and December 31, 2010

(1) Description of the Plan

(a) General

The Sequa Retirement Plan (the "Plan") was a non-contributory, defined benefit plan for which contributions were made by Sequa Corporation (the "Company"), the Plan sponsor. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

On June 30, 2011 (date of Plan merger), the Plan merged with and into the Sequa Pension Plan. All participants of the Plan became participants of the Sequa Pension Plan as of the merger date. Net assets of \$397,571,618 were transferred into the Sequa Pension Plan on July 1, 2011. There were no changes to participant's eligibility or benefits as a result of the merger.

(b) Participation and Benefits

Employees became eligible for participation in the Plan upon the attainment of age 21 and the completion of one year of service, as defined in the Plan document.

Participants were eligible for retirement benefits upon reaching normal retirement age of 65 provided they were fully vested (credited with at least five years of service). There was no partial vesting before five years of service. Retirement benefit payments were based on a specified percentage of participant's average compensation multiplied by years of benefit service. The Plan also contained provisions for early retirement, late retirement and surviving spouse benefits.

Further information regarding eligibility for participation, the methods used to determine participants' accrued benefits, type of benefits and vesting provisions is contained in the Plan document, which is available to all Plan participants.

(c) Funding and Administrative Expenses

The Company contributed to the Plan as necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. The amount funded normally included the Plan's annual or normal cost for the current year and amortization of the estimated prior service cost arising from qualifying service before the establishment of any amendments to the Plan. The Company's policy was to fund pension costs accrued to meet the minimum funding requirements of ERISA. The Company met the minimum funding requirements of ERISA. Administrative expenses were paid out of Plan assets.

(2) Summary of Accounting Policies

The accompanying financial statements of the Plan have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). The more significant accounting policies followed by the Plan are as follows:

Sequa Retirement Plan

Notes to Financial Statements

June 30, 2011 (Date of Plan Merger) and December 31, 2010

(a) *New Accounting Pronouncements*

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2010-06, "*Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements*" ("ASU 2010-06"). ASU 2010-06 adds new requirements for disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. It also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. ASU 2010-06 is effective for the first reporting period, beginning after December 15, 2009, except for the requirement to provide the Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. In the period of initial adoption, entities will not be required to provide the amended disclosures for any previous periods presented for comparative purposes. The Plan adopted the disclosure requirements effective for 2010 and 2011. The Company believes the disclosure requirements did not have a material impact in the Plan's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, "*Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820) - Fair Value Measurement*" ("ASU 2011-04"). ASU 2011-04 relates to fair value measurements, related disclosures and consistent meaning of the term "fair value" in U.S. GAAP and International Financial Reporting Standards. The amendment clarifies how to apply the existing fair value measurements and disclosures. For fair value measurements classified within Level 3, an entity is required to disclose quantitative information about the unobservable inputs. A reporting entity is also required to disclose additional information like valuation process, a narrative description of the sensitivity of the fair value measurements to changes in unobservable inputs and the interrelationships between those unobservable inputs. The amendments in this update are effective for annual periods beginning after December 15, 2011 and are to be applied prospectively. This guidance will not be applicable to the Plan as it was merged into the Sequa Pension Plan effective July 1, 2011.

(b) *Investment Valuation and Income Recognition*

All Plan assets were held by the Sequa Corporation Master Trust (the "Master Trust"). The Master Trust investments reflected in the accompanying financial statements have been reported at fair value.

Purchases and sales of investments were recorded on a trade-date basis. Interest income was accrued when earned. Dividend income was recorded on the ex-dividend date. Net appreciation (depreciation) includes the Master Trust's gains (losses) on the investments bought and sold as well as held during the period.

(c) *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosures of the actuarial present value of the accumulated plan benefits and contingent assets and liabilities. These estimates and assumptions were based on

Sequa Retirement Plan

Notes to Financial Statements

June 30, 2011 (Date of Plan Merger) and December 31, 2010

management's best estimate and judgment. Management evaluated its estimates and assumptions on an ongoing basis using historical management experience and other factors, including consideration of the current economic environment. Management adjusted such estimates when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results may differ from those estimates and assumptions.

(d) *Payment of Benefits*

Benefit payments to participants were recorded upon distribution.

(3) *Plan Termination*

Although the Company had not expressed any intent to do so, it had the right to terminate the Plan in accordance with the Plan provisions and the provisions set forth by ERISA. Should the Plan be terminated, its net assets generally would not have been available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits would have been paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (the "PBGC") at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC, while other benefits may not be provided for at all.

The PBGC will guarantee the payment of most vested normal retirement-age benefits and early retirement-age benefits which employees were receiving or were entitled to receive as of the date the Plan terminated. Such benefits, however, are only guaranteed to the extent of the actuarial value of the vested benefit as of the date the Plan terminated, payable in the form of a straight life annuity commencing at age 65. For 2012, the total amount of such guaranteed benefits is subject to an overall monthly ceiling of \$4,653, which is adjusted periodically by the PBGC.

Plan members will be fully vested in their rights under the Plan to the extent then funded, in the order of priority specified in the Plan. In accordance with ERISA, a more detailed description of the allocation of the Plan assets upon termination can be obtained by reference to the Plan document, which is available to all Plan participants.

(4) *Trust Agreement*

Under the terms of the Master Trust Agreement, The Bank of New York Mellon (the "trustee") served as trustee of the Plan and carries out an investment policy established by the Sequa Corporation Employee Benefit Plans Investment Committee, consistent with the purposes of the Master Trust and the requirements of applicable laws and regulations. The trustee is considered a party-in-interest to the Plan.

(5) *Actuarial Present Value of Accumulated Plan Benefits*

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. The accumulated plan benefits for active participants are based on their average compensation from January 1, 1995 or date of hire, if later, ending on the date as of which the benefit

Sequa Retirement Plan

Notes to Financial Statements

June 30, 2011 (Date of Plan Merger) and December 31, 2010

information is presented (the valuation date). Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits.

Towers Watson Pennsylvania Inc. (“Towers Watson”), the Company’s actuary and retirement consultant, estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. Benefits under the Plan are based on the employee’s eligible compensation from January 1, 1995 or date of hire, whichever is latest, to a future date determined as follows: For employees under the age of 45 as of December 31, 2005, since their benefit is frozen as of that date, their eligible compensation is from January 1, 1995 or date of hire, whichever is later, to December 31, 2005. For employees age 45 and over who elected to continue participation in the Plan after December 31, 2005, their eligible compensation is from January 1, 1995 or date of hire, whichever is later, to date of termination of employment. Employees hired or rehired after January 1, 2005 are not eligible to participate in the Plan.

The actuarial present value of accumulated plan benefits as of December 31, 2010 is as follows:

Vested benefits:	
Retired participants and beneficiaries	\$ 194,232,160
Other participants	123,538,906
Non-vested benefits	<u>1,323,491</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 319,094,557</u>

The changes in actuarial present value of accumulated plan benefits since the date of the previous Plan valuation, January 1, 2010, are as follows:

Actuarial present value of accumulated benefits as of December 31, 2009	\$ 302,640,390
Increase (decrease) attributed to:	
Benefits accumulated, plan amendments and gains and losses	8,662,560
Interest	23,301,461
Benefit payments	(23,190,378)
Assumption changes	<u>7,680,524</u>
	<u>16,454,167</u>
Actuarial present value of accumulated benefits as of December 31, 2010	<u>\$ 319,094,557</u>

The more significant assumptions underlying the computations are as follows:

Assumed rate of return on investments	8.0% compounded annually
Mortality basis	Internal Revenue Service (“IRS”) 2011 Static Mortality Table
Normal retirement	Age 65

Actuarial assumptions for the period before normal retirement include factors for mortality and termination of employment.

Sequa Retirement Plan

Notes to Financial Statements

June 30, 2011 (Date of Plan Merger) and December 31, 2010

Assumption changes include an update in the Plan's mortality table from the RP-2000 blended mortality table projected to 2006 using Scale AA to the IRS required mortality tables (with separate rates for annuitants projected to 2018 using Scale AA, and for non-annuitants projected to 2026 using Scale AA) for 2011 valuations.

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

On the date of merger, the Plan's obligations were transferred to the Sequa Pension Plan, along with the Plan's assets.

Plan Changes

Other than the Plan being merged with and into the Sequa Pension Plan on June 30, 2011, there were no other changes in Plan provisions during the year.

(6) Risks and Uncertainties

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

Plan contributions were 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 estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

The Master Trust's investments include securities that may directly or indirectly invest in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations and commercial mortgage-backed securities, including securities backed by sub-prime mortgage loans. The value, liquidity and related income of these securities is sensitive to changes in economic conditions, including real estate value, delinquencies of defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

(7) Tax Status

The IRS has determined and informed the Company by a letter dated October 29, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan was restated as of January 1, 2008. We received a letter from the IRS dated August 17, 2011, informing the Company that the IRS has made a favorable determination on the Plan. The Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Sequa Retirement Plan

Notes to Financial Statements

June 30, 2011 (Date of Plan Merger) and December 31, 2010

U.S. GAAP requires 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 IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of July 1, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or de-recognition of an 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 income tax examinations for years prior to 2007.

(8) The Sequa Corporation Master Trust Information (Unaudited)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by The Bank of New York Mellon, the trustee of the Plan and the Master Trust, and was not subject to any auditing procedures performed by the independent auditors except for comparing such information with the related information included in the financial statements. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average and month-end market values invested by each plan or by specific expense allocations by provider.

Each participating retirement plan has an individual interest in the Master Trust. The Plan's interest in the Master Trust as a percentage of net assets of the Master Trust was approximately 88% at June 30, 2011 and December 31, 2010, respectively.

The following table presents the fair values of investments for the Master Trust as of June 30, 2011 and December 31, 2010. Investments that represent 5% or more of the Master Trust's net assets, as certified by the trustee, are listed separately:

	<u>2011</u>	<u>2010</u>
Investments at fair value:		
Common stock	\$ 75,690,707*	\$ 69,990,358*
Mutual funds:		
Vanguard Bond Index Fund	121,432,666	118,399,235
Morgan Stanley Emerging Growth Pooled Trust	53,538,358	52,267,222
Vanguard Emerging Markets Stock Index Fund	26,570,909	26,327,776
Templeton Funds Inc. World Fund	25,624,156	24,035,815
Vanguard Mid-Cap Index	25,228,619	23,334,046
Vanguard Value Index Fund	24,730,558	23,238,174
Other mutual funds	20,437,202	19,679,916
Collective trust funds:		
EB Daily Valued Stock Index Fund	35,287,167	33,275,147
Other collective trust funds	19,520,369	17,980,573
Limited partnerships	10,075,895	10,572,385
Total investments at fair value	<u>438,136,606</u>	<u>419,100,647</u>
Cash and cash equivalents:		
BNY Mellon Collective Short Term Investment Fund 5	12,329,881	23,172,700
Other cash and cash equivalents	443,258	43,481
Total cash and investments	<u>450,909,745</u>	<u>442,316,828</u>
Accrued interest	169,490	179,649

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Receivables for securities sold, not delivered	339,514	25,412
Payables for securities purchased, not received	(212,905)	(60,968)
Net assets of Master Trust	<u>\$ 451,205,844</u>	<u>\$ 442,460,921</u>
Plan's interest in assets of Master Trust	<u>\$ 397,996,003</u>	<u>\$ 390,710,945</u>

* No one individual investment included in the amount was 5% or more of the Master Trust's net asset balance.

The Master Trust income, as certified by the trustee, for the period from January 1, 2011 to June 30, 2011 and the year ended December 31, 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Net appreciation in fair value of investments	\$ 18,705,137	\$ 51,707,214
Dividends	3,206,912	8,301,727
Partnership income	90,012	553,468
Interest	1,448	90,529
Investment income	<u>\$ 22,003,509</u>	<u>\$ 60,652,938</u>
Plan's interest in investment income of Master Trust	<u>\$ 19,433,886</u>	<u>\$ 53,551,808</u>

For the period from January 1, 2011 to June 30, 2011 and for the year ended December 31, 2010, the Master Trust's investments, including gains and losses on investments bought and sold as well as held during the period, appreciated in value by \$18,705,137 and \$51,707,214, respectively, as follows:

	<u>2011</u>	<u>2010</u>
Mutual funds	\$ 7,978,409	\$ 28,173,194
Common stock	5,411,360	14,210,303
Collective trust funds	3,551,816	8,162,547
Limited partnerships	1,763,552	1,161,170
Net appreciation in fair value of investments	<u>\$ 18,705,137</u>	<u>\$ 51,707,214</u>

(9) Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;

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- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

Following is a description of the valuation methodologies used by the Master Trust for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2011 and December 31, 2010.

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

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Collective trust funds: Valued at the net asset value per unit as determined by the collective trust as of the valuation date, which approximates fair value. Except for a short-term investment fund, there are no restrictions as to the redemption of these common collective trusts nor does the Plan have any contractual obligations to further invest in any individual common collective trusts.

For the short-term investment fund, in order to control liquidity and avoid realized losses on the sale of securities, requests for cash redemptions were not permitted where participants desired to exit the fund. In making this determination to restrict participants from exiting the fund, the trustee considered the liquidity position of the fund, the anticipated need for liquidity going forward, the current market prices of the securities in the fund and the effect of the redemption on the non-redeeming participants in the fund. The Plan has no contractual obligations to further invest in the fund.

Limited partnerships: Fair value is based on the best information available and is determined by the General Partner of the partnership by reference to information including, but not limited to, the following: projected sales, net earnings, earnings before interest, taxes, depreciation and amortization, balance sheets, public or private transactions, valuations for publicly-traded comparable companies and/or other measures and consideration of any other pertinent information including the types of securities held and restrictions on disposition. The methods employed to determine fair value use either market, income or cost approaches.

The trustee applied the practical expedient for valuing its investment in limited partnerships as permitted under ASU 2009-12, which allows for the estimation of the fair value of investments in investment companies for which the investment does not have a readily determinable fair value using net asset value per share, or its equivalent, as reported by the general partner. The Plan cannot withdraw from the limited partnerships prior to their dissolution. Because the limited partnership interests cannot be redeemed in the near term, the investments are included in Level 3 of the fair value hierarchy.

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The following represents a summary of the redemption periods of limited partnership investments made by the Master Trust:

	Fair Value at June 30, 2011	Date of Redemption
Irving Place Capital Partners II L.P.	\$ 5,581,035	April 2012 unless extended for an additional 2 years
TCW Shared Opportunity Fund IV LP	2,274,443	December 2011 unless extended for an additional 1 year
Other limited partnership interests	2,220,417	Various through 2012
	<u>\$ 10,075,895</u>	

The primary business objective of the limited partnerships is to seek significant capital appreciation through private equity and equity-related investments in leveraged buyouts, recapitalizations and growth capital opportunities. The Plan does not have any significant contractual obligations to further invest in any of the individual limited partnerships.

The amount of liquidity provided to investors in a particular limited partnership is generally consistent with the liquidity and risk associated with the underlying portfolio (i.e., the more liquid the investments in the portfolio, the greater the liquidity provided to the investors).

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

The investment information presented was taken from the certified amounts provided by the trustee.

The following tables set forth by level, within the fair value hierarchy, the Master Trust's investments at fair value as of June 30, 2011 and December 31, 2010:

Investments at Fair Value as of June 30, 2011

	Level 1	Level 2	Level 3	Total
Domestic common stock	\$ 75,690,707	\$ -	\$ -	\$ 75,690,707
Mutual funds:				
Fixed income fund	121,432,666	-	-	121,432,666
Small cap equity funds	53,538,358	-	-	53,538,358
Large cap equity funds	50,354,714	-	-	50,354,714
International equity funds	47,008,111	-	-	47,008,111
Mid cap equity funds	25,228,619	-	-	25,228,619
Collective trust funds:				
Domestic stock index fund	-	35,287,167	-	35,287,167
Mid cap equity fund	-	19,520,369	-	19,520,369
Limited partnerships and private equity funds	-	-	10,075,895	10,075,895
Total investments at fair value	<u>\$ 373,253,175</u>	<u>\$ 54,807,536</u>	<u>\$ 10,075,895</u>	<u>\$ 438,136,606</u>

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Investments at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Domestic common stock	\$ 69,990,358	\$ -	\$ -	\$ 69,990,358
Mutual funds:				
Fixed income fund	118,399,235	-	-	118,399,235
Small cap equity funds	52,267,222	-	-	52,267,222
Large cap equity funds	47,273,989	-	-	47,273,989
International equity funds	46,007,692	-	-	46,007,692
Mid cap equity funds	23,334,046	-	-	23,334,046
Collective trust funds:				
Domestic stock index fund	-	33,275,147	-	33,275,147
Mid cap equity fund	-	17,980,573	-	17,980,573
Limited partnerships and private equity funds	-	-	10,572,385	10,572,385
Total investments at fair value	<u>\$ 357,272,542</u>	<u>\$ 51,255,720</u>	<u>\$ 10,572,385</u>	<u>\$ 419,100,647</u>

The following tables set forth a summary of changes in the fair value of the Master Trust's Level 3 investments for the period from January 1, 2011 to June 30, 2011 and the year ended December 31, 2010:

	Balance, January 1, 2011	Acquisitions	Dispositions	Realized/ Unrealized Gains (Losses)	Balance, June 30, 2011
Limited partnerships	\$ 10,572,385	\$ 11,697	\$ (2,271,739)	\$ 1,763,552	\$ 10,075,895

	Balance, January 1, 2010	Acquisitions/ (Dispositions), Net	Realized/ Unrealized Gains (Losses)	Balance, December 31, 2010
Limited partnerships	\$ 13,984,922	\$ (4,573,707)	\$ 1,161,170	\$ 10,572,385

(10) Subsequent Events

We evaluated subsequent events from the date of the financial statements through January 30, 2012, which represents the date these financial statements were issued. There were no events or transactions occurring during this subsequent event reporting period which require recognition or disclosure in the financial statements.