

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>U.S. BORAX INC. RETIREMENT PLAN FOR BORON HOURLY EMPLOYEES</u>	1b Three-digit plan number (PN) ▶	<u>002</u>
		1c Effective date of plan	<u>10/01/1963</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)	2b Employer Identification Number (EIN) <u>98-0047580</u> 2c Sponsor's telephone number <u>801-204-2573</u> 2d Business code (see instructions) <u>325600</u>		
<u>USB - BORON RETIREMENT PLAN/ HR EES U.S. BORAX INC.</u>			
<u>RIO TINTO AMERICA INC.</u>			
<u>4700 DAYBREAK PARKWAY</u>			
<u>SOUTH JORDAN, UT 84095</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.	06/04/2012	KATHLEEN PIKE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	06/04/2012	KATHLEEN PIKE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") USB - BORON RETIREMENT PLAN/ HR EES U.S. BORAX INC. RIO TINTO AMERICA INC. 4700 DAYBREAK PARKWAY SOUTH JORDAN, UT 84095	3b Administrator's EIN 98-0047580 3c Administrator's telephone number 801-204-2573
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 1256
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 654
b Retired or separated participants receiving benefits.....	6b 460
c Other retired or separated participants entitled to future benefits.....	6c 243
d Subtotal. Add lines 6a , 6b , and 6c	6d 1357
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 95
f Total. Add lines 6d and 6e	6f 1452
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 8
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1B 1G 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

A Name of plan <u>U.S. BORAX INC. RETIREMENT PLAN FOR BORON HOURLY EMPLOYEES</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>USB - BORON RETIREMENT PLAN/ HR EES U.S. BORAX INC.</u>	D Employer Identification Number (EIN) <u>98-0047580</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>94312794</u>
b	Actuarial value 2b <u>97778596</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>368</u> <u>50944597</u>
b	For terminated vested participants 3b <u>210</u> <u>5597053</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>4339224</u>
(2)	Vested benefits 3c(2) <u>46573563</u>
(3)	Total active 3c(3) <u>678</u> <u>50912787</u>
d	Total 3d <u>1256</u> <u>107454437</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.69 %</u>
6	Target normal cost 6 <u>2465615</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>06/07/2012</u>
Signature of actuary	Date
<u>CARLOS DIAZ</u>	<u>11-05725</u>
Type or print name of actuary	Most recent enrollment number
<u>BUCK CONSULTANTS, LLC</u>	<u>310-282-8232</u>
Firm name	Telephone number (including area code)
<u>1801 CENTURY PARK EAST, STE 500</u> <u>LOS ANGELES, CA 90067</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances	
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)		
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)		
9 Amount remaining (Item 7 minus item 8).....		
10 Interest on item 9 using prior year's actual return of <u>27.02</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		10724472
b Interest on (a) using prior year's effective rate of <u>8.17</u> %		876189
c Total available at beginning of current plan year to add to prefunding balance		11600661
d Portion of (c) to be added to prefunding balance.....		
12 Reduction in balances due to elections or deemed elections.....		
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III	Funding percentages	
14 Funding target attainment percentage.....	14	90.99 %
15 Adjusted funding target attainment percentage.....	15	90.99 %
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	86.86 %
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
03/23/2010	800000				
07/14/2010	800000				
12/01/2010	16300000				
			Totals ▶	18(b)	17900000
				18(c)	

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

a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	
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	16919679

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

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	2465615
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	5377664	1030324
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	3495939
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement		Total balance
36 Additional cash requirement (item 34 minus item 35).....	36	3495939
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	16919679
38 Interest-adjusted excess contributions for current year (see instructions).....	38	13423740
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	
40 Unpaid minimum required contribution for all years	40	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan U.S. BORAX INC. RETIREMENT PLAN FOR BORON HOURLY EMPLOYEES		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 USB - BORON RETIREMENT PLAN/ HR EES U.S. BORAX INC.		D Employer Identification Number (EIN) 98-0047580

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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	NONE	243922	Yes ☐ No ☐	Yes ☐ No ☐	0	Yes ☐ No ☐

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

TANNER LC

20-2253063

(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	ACCOUNTANT	52544	Yes ☐ No ☐	Yes ☐ No ☐	0	Yes ☐ No ☐

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

NORTHERN TRUST

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	NONE	6132	Yes ☐ No ☐	Yes ☐ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(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>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan U.S. BORAX INC. RETIREMENT PLAN FOR BORON HOURLY EMPLOYEES				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 USB - BORON RETIREMENT PLAN/ HR EES U.S. BORAX INC.				D Employer Identification Number (EIN) 98-0047580	
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: RIO TINTO AMERICA MASTER RET. TRUST					
b Name of sponsor of entity listed in (a): RIO TINTO AMERICA INC.					
c EIN-PN 31-1464406-001		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 151007787	
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			

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

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

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

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

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

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan U.S. BORAX INC. RETIREMENT PLAN FOR BORON HOURLY EMPLOYEES	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 USB - BORON RETIREMENT PLAN/ HR EES U.S. BORAX INC.	D Employer Identification Number (EIN) 98-0047580	

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)	13700000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	81298308	151007787
(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	94998308	151007787

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	26721	99493
k Total liabilities (add all amounts in lines 1g through 1j)	1k	26721	99493

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	94971587	150908294
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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)	17900000	
(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)		17900000
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)		
(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)		
(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)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	8482403	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		8482403
(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)		2770984
(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		29153387

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5652124	
(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)		5652124
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)	52544	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	250054	
(4) Other	2i(4)	122944	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		425542
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6077666

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		23075721
l Transfers of assets:			
(1) To this plan.....	2l(1)		32860986
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **TANNER LLC**

(2) EIN: **20-2253063**

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		5000000
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.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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

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

For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A Name of plan <u>U.S. BORAX INC. RETIREMENT PLAN FOR BORON HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>002</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>USB - BORON RETIREMENT PLAN/ HR EES U.S. BORAX INC.</u>	D Employer Identification Number (EIN) <u>98-0047580</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	
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2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 36-1561860 31-1464406

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>0</u>
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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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

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

6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No

11 **a** Does the ESOP hold any preferred stock? ☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



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U.S. BORAX INC. RETIREMENT PLAN FOR BORON HOURLY EMPLOYEES

Financial Statements

As of December 31, 2010 and 2009
and For the Years Then Ended

Together with Independent Auditors' Report



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Table of Contents

	<u>Page</u>
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits As of December 31, 2010 and 2009	3
Statements of Changes in Net Assets Available for Benefits For the Years Ended December 31, 2010 and 2009	4
Statement of Accumulated Plan Benefits As of December 31, 2009	5
Statement of Changes in Accumulated Plan Benefits For the Year Ended December 31, 2009	6
Notes to Financial Statements	7

Supplemental schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not required.



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INDEPENDENT AUDITORS' REPORT

The Plan Administrator U.S. Borax Inc. Retirement Plan for Boron Hourly Employees

We were engaged to audit the accompanying statements of net assets available for benefits of the U.S. Borax Inc. Retirement Plan for Boron Hourly Employees (the Plan) as of December 31, 2010 (as restated) and 2009, the related statements of changes in net assets available for benefits for the years then ended, the statement of accumulated plan benefits as of December 31, 2009, and the related statement of changes in accumulated plan benefits for the year then ended. 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, as amended, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 9, which was certified by the State Street Bank and Trust Company and The Northern Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustees hold all of the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained certifications from the trustees as of December 31, 2010 and 2009, and for the years then ended, that the information provided to the Plan Administrator by the trustees is complete and accurate. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on these accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2010 is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee or custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



As described in Note 10 to the financial statements, the 2010 financial statements have been restated.

Tanner LLC

June 4, 2012



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Statements of Net Assets Available for Benefits

As of December 31

	2010	2009
	(As Restated)	
<u>Assets</u>		
Plan interest in the Rio Tinto America Master Retirement Trust, at fair value	\$ 151,025,279	\$ 81,298,308
Contribution receivable from Employer	-	13,700,000
Total assets	151,025,279	94,998,308
<u>Liabilities</u>		
Accrued administrative expenses	116,985	26,721
Net assets available for benefits	\$ 150,908,294	\$ 94,971,587



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31

	2010	2009
	(As Restated)	
Additions to net assets attributed to:		
Plan interest in the Rio Tinto America Master Retirement Trust income	\$ 11,253,387	\$ 15,631,317
Employer contributions	17,900,000	15,535,000
Total additions	29,153,387	31,166,317
Deductions from net assets attributed to:		
Benefits paid to participants	5,652,124	4,468,575
Administrative expenses	425,542	376,544
Total deductions	6,077,666	4,845,119
Transfer of net assets from the U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees	32,860,986	-
Increase in net assets available for benefits	55,936,707	26,321,198
Net assets available for benefits, beginning of the year	94,971,587	68,650,389
Net assets available for benefits, end of the year	\$ 150,908,294	\$ 94,971,587



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Statement of Accumulated Plan Benefits

As of December 31, 2009

The table below represents the Statement of Accumulated Plan Benefit as of December 31, 2009, for the U.S. Borax Inc. Retirement Plan for Boron Hourly Employees prior to the merger as described in Note 1.

Vested benefits:	
Participants currently receiving benefits	\$ 48,498,857
Other participants	<u>55,267,297</u>
Total vested benefits	103,766,154
Nonvested benefits	<u>5,844,912</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 109,611,066</u>

The table below represents the combined Statement of Accumulated Plan Benefit as of December 31, 2009, of the U.S. Borax Inc. Retirement Plan for Boron Hourly Employees, and the U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees. The U.S. Borax Inc. Retirement Plan for Boron Hourly Employees and the U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees were not merged until December 31, 2010; therefore, the combined accumulated plan benefits are presented for information purposes only.

Vested benefits:	
Participants currently receiving benefits	\$ 60,981,058
Other participants	<u>66,039,887</u>
Total vested benefits	127,020,945
Nonvested benefits	<u>6,233,321</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 133,254,266</u>



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Statement of Changes in Accumulated Plan Benefits

For the Year Ended December 31, 2009

The table below represents the Statement of Changes in Accumulated Plan Benefit as of December 31, 2009, for the U.S. Borax Inc. Retirement Plan for Boron Hourly Employees prior to the merger as described in Note 1.

Actuarial present value of accumulated Plan benefits, beginning of the year	<u>\$ 131,992,881</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated including the effects of non-investment gains and losses	(2,198,555)
Increase due to passage of time	7,787,468
Change in actuarial assumptions	(21,238,954)
Plan changes	(2,263,199)
Benefits paid	<u>(4,468,575)</u>
Net decrease	<u>(22,381,815)</u>
Actuarial present value of accumulated Plan benefits, end of the year	<u>\$ 109,611,066</u>

The table below represents the combined Statement of Changes in Accumulated Plan Benefits as of December 31, 2009, of the U.S. Borax Inc. Retirement Plan for Boron Hourly Employees, and the U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees. The U.S. Borax Inc. Retirement Plan for Boron Hourly Employees and the U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees were not combined until December 31, 2010; therefore, the combined changes in accumulated plan benefits are presented for information purposes only.

Actuarial present value of accumulated Plan benefits, beginning of the year	<u>\$ 161,766,202</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated including the effects of non-investment gains and losses	(5,153,729)
Increase due to passage of time	9,538,414
Change in actuarial assumptions	(24,965,598)
Plan changes	(2,263,199)
Benefits paid	<u>(5,667,824)</u>
Net decrease	<u>(28,511,936)</u>
Actuarial present value of accumulated Plan benefits, end of the year	<u>\$ 133,254,266</u>



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements

December 31, 2010 and 2009

**1. Description of
the Plan**

The following brief description of the U.S. Borax Inc. Retirement Plan for Boron Hourly Employees (the Plan) provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan covering all eligible hourly represented employees of the U.S. Borax Inc. (the Company or the Employer) site in Boron, California, who have completed at least one year of service (1,000 hours in a twelve month period). The Plan was established effective October 1, 1963 to supplement retirement income for eligible employees. The Plan is intended to be a qualified retirement plan under the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Pension Benefits

Generally, participants with five years of eligible service, as defined by the Plan, or who have attained age 55, whichever occurs first, are entitled to pension benefits upon retirement. Pension benefits are provided to participants based on years of eligible service at a monthly benefit per year that is collectively bargained with the Mine, Mineral and Processing Workers, Local 30, International Longshore and Warehouse Union, as follows (monthly benefits for periods prior to November 4, 2003 are not included in the table):

Date of Retirement or Vested Termination	Monthly Benefit Per Year of Pensionable Service, As Defined in the Plan Document
November 4, 2003 through November 3, 2004	\$ 60.00
November 4, 2004 through November 3, 2005	72.00
November 4, 2005 through November 3, 2006	74.00
After November 4, 2006	75.00

The Plan permits early retirement beginning at age 55, which reduces the amount of monthly pension benefits the participant is entitled to receive, as defined in the Plan document. Participants who elect to retire directly from active service after attaining age 62 that have five years of eligible service may do so with no reduction in their benefit for early retirement. The normal form of benefit for a married participant is a reduced 50% joint and survivor annuity. The normal form of benefit for a single participant is a single life annuity. Upon retirement, participants may elect to receive their pension benefits in the form of a reduced joint and survivor annuity option (100%, 75%, 66-2/3%, or 50%), a reduced certain period and life option (5, 10 or 15 years), a reduced level income option, or a single life annuity.



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**1. Description of
the Plan**
Continued

Participant and Eligibility

Effective May 17, 2010, the Plan was closed to new participants. Therefore, all represented employees that are hired or rehired by the Company (or otherwise would have been eligible under the Plan) on or after May 17, 2010, are not eligible for participation in the Plan.

Death and Disability Benefits

Generally, once the participant has completed five years of vesting service, death benefits are available to the surviving spouse. Active participants who become totally disabled and receive benefits under the Company's long-term disability plan continue to be credited with pensionable service during the disability period. If a participant becomes disabled after completing ten years of eligible service, the participant may elect to retire and receive a benefit as defined in the Plan.

Employees disabled after May 17, 2010 are no longer allowed to receive benefits from both the Plan and the long-term disability plan for the same time period.

Master Trust

The Plan's investments were held by The Northern Trust Company from December 31, 2009 through March 31, 2010 and by State Street Bank and Trust Company from April 1, 2010 through December 31, 2010 (the trustees) in the Rio Tinto America Master Retirement Trust (the Master Trust). The Master Trust includes the assets of the Plan and the following other defined benefit pension plans:

- Rio Tinto America Inc. Retirement Plan
- U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees
- Luzenac America, Inc. Retirement Plan for Windsor Hourly Employees
- Luzenac America, Inc. Retirement Plan for Three Forks Hourly Employees
- Kennecott Corporation Pension Plan for Hourly Employees



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**1. Description of
the Plan**
Continued

Master Trust - continued

In addition to the plans above, the plans below (Alcan Plans) entered into the Master Trust on July 1, 2010, and were included in the Master Trust assets as of December 31, 2010.

- Alcan Pension Plan for Salaried Employees
- Alcan Food Packaging Hourly Non-Union Combined Pension Plan
- Alcan Food Packaging Hourly Union Combined Pension Plan
- Alcan Beauty Tubes America Hourly Non-Union Combined Pension Plan
- Alcan Rolled Products Salaried Employees Retirement Plan
- Alcan Rolled Products Hourly Employees Retirement Plan
- AlcanCorp Pension Plan
- AlcanCorp Sebree Hourly Pension Plan
- Alcan International Network U.S.A. Retirement Plan
- Alcan Rolled Products Bargaining Employee of Illinois

Effective December 31, 2010, the following plans were merged to form the Alcan Combined Pension Plan.

- Alcan Pension Plan for Salaried Employees
- Alcan Food Packaging Hourly Non-Union Combined Pension Plan
- Alcan Food Packaging Hourly Union Combined Pension Plan
- Alcan Beauty Tubes America Hourly Non-Union Combined Pension Plan
- Alcan Rolled Products Bargaining Employees of Illinois

Effective December 31, 2010, the following plans were merged to form the U.S. Borax Inc. Retirement Plan for Represented Hourly Employees.

- U.S. Borax Inc. Retirement Plan for Boron Hourly Employees
- U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees

The Plan and each of the above-referenced plans have an undivided interest in the assets of the corresponding Master Trust as of December 31, 2010 and 2009, respectively. The assets of the Master Trust are pooled and invested in specific investments under the Master Trust Agreement, as determined by the Rio Tinto America Inc. Pension Investment Committee.



**2. Summary of
Significant
Accounting
Policies**

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein; the disclosure of contingent assets and liabilities; and the actuarial present value of accumulated Plan benefits at the dates of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan invests in various securities including U.S. government securities, corporate debt instruments, registered funds, common/collective trusts, and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, liquidity, overall market volatility, and changes in economic conditions. 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 accompanying statements of net assets available for benefits.

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



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**2. Summary of
Significant
Accounting
Policies**
Continued

Investments

The Plan's interest in the Master Trust is carried at the fair value of the Plan's pro rata share of net assets, based on the beginning of year value of the Plan's interest plus actual contributions (if any) and allocated investment income (loss), less actual distributions, actual administrative expenses, and allocated administrative expenses.

Investment income (loss), net appreciation (depreciation) in the fair value of investments, and administrative expenses are allocated based upon the Plan's pro rata share of net assets to total net assets of the Master Trust at the date of allocation. The allocations are performed on a monthly basis. The Master Trust's investment in debt and equity securities are valued at quoted market prices from national securities exchanges on the last business day of the Plan year, if available. Common/collective trusts and real estate partnership investments do not have quoted market prices and, therefore, the values were provided by the trustees.

Investment Valuation and Income Recognition

Purchases and sales of securities by the Master Trust are reflected on a trade-date basis. Gains or losses on sales of securities are based on average cost. Dividend income is recorded on the ex-dividend date. Income from investments is recorded as earned on an accrual basis.

Funding Policy

Plan participants are not allowed to make contributions to the Plan. The Company contributes annually such amounts as are necessary, subject to ERISA's minimum funding requirements, to meet the actuarial projected benefits to be paid to Plan participants at retirement. For the year ended December 31, 2010, the Company contributed \$31,600,000, of which \$13,700,000 is included as a contribution receivable from Employer on the statement of net assets available for benefits as of December 31, 2009. A minimum contribution of \$3,495,939 was required for the year ended December 31, 2010. The Company recorded contributions of \$15,535,000 for the year ended December 31, 2009, of which \$13,700,000 is included as a contribution receivable from Employer on the statement of net assets available for benefits as of December 31, 2009. A minimum contribution of \$3,097,347 was required for the year ended December 31, 2009.



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**2. Summary of
Significant
Accounting
Policies**
Continued

Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions for service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits 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.

The actuarial present value of accumulated plan benefits as of December 31, 2009 and changes in accumulated plan benefits reported for the year ended December 31, 2009, are based on a beginning of the year valuation performed as of and for the year ended January 1, 2010.

The following are the more significant assumptions underlying the actuarial computations as of December 31, 2009:

	Active Lives	Retired Lives
Assumed rate of return on investments	7.40%	7.40%
Mortality basis	RP-2000 Employees Table projected to 2025	RP-2000 Healthy Annuitant Table projected to 2017
Retirement age	Earlier of age 62 and 5 years of vesting service or age 65	Not applicable

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

Expenses

Administrative expenses of the Plan are paid by the Plan, as provided in the Plan document. The Plan sponsor provides accounting and other administrative services to the Plan without charge. Administrative expenses charged to the Plan totaled \$425,542 and \$376,544 for the years ended December 31, 2010 and 2009, respectively.

Payment of Benefits

Benefit payments to participants are recorded when paid by the Plan.



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**2. Summary of
Significant
Accounting
Policies**
Continued

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-06, *Fair Value Measurements and Disclosures* (Topic 820): *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended Accounting Standards Codification 820-10 to clarify certain existing fair value disclosures, to add new disclosure requirements for Levels 1 and 2, and to separate disclosures for purchases, sales, issuances, and settlements relating to Level 3 measurements. ASU 2010-06 was effective for fiscal years beginning after December 15, 2009, except for the requirement to provide Level 3 purchases, sales, issuances, and settlements on a gross basis, which is effective for fiscal years beginning after December 15, 2010. Other than requiring additional disclosures, the adoption of ASU 2010-06 did not have a material effect on the Plan's financial statements.

**3. Interest in
Master Trust**

As of December 31, 2010, the Plan's interest in the Master Trust was approximately 8.2%, subsequent to the Alcan Plans being transferred into the Master Trust. As of December 31, 2009, the Plan's interest in the Master Trust was approximately 13.7%, which is prior to the Alcan Plans transferring into the Master Trust. On July 1, 2010, \$891,798,886 was transferred from the Alcan Plans into the Master Trust. Investment income and administrative expenses relating to the Master Trust are allocated by the trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**3. Interest in
Master Trust**
Continued

The following table presents the fair value of investments in the Master Trust as of December 31:

	2010	2009
Cash and cash equivalents	\$ 68,120,046	\$ 19,695,539
Investments at fair value:		
Common stocks	433,554,422	216,440,588
Preferred stocks	4,091,114	1,079,641
Corporate bonds	233,437,310	50,334,480
Government bonds	274,000,671	76,218,233
Interest in registered investment companies (mutual funds)	15,323,052	139,543
Assets under securities lending arrangement	-	66,555,335
Common/collective trusts	693,243,703	179,114,108
Real estate partnerships	-	48,418,216
Loans secured by mortgages	24,026,284	-
Partnerships/joint ventures	90,790,595	-
Total	1,768,467,151	638,300,144
Other receivables	-	1,352,972
Total investments	1,836,587,197	659,348,655
Obligation under securities lending arrangement	-	(66,555,335)
Net Investments of the Master Trust	<u>\$ 1,836,587,197</u>	<u>\$ 592,793,320</u>



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**3. Interest in
Master Trust**
Continued

The following are the components of the Master Trust income (loss) for the years ended December 31:

	2010	2009
Investment Income:		
Interest income	\$ 15,763,307	\$ 10,697,941
Dividend income	6,184,620	5,628,450
	<u>21,947,927</u>	<u>16,326,391</u>
Net appreciation (depreciation) in the fair value of investments:		
Common stocks	60,630,106	71,870,680
Preferred stocks	40,041	451,394
Corporate bonds	7,525,536	7,820,652
Government bonds	2,627,261	6,827,368
Registered funds	8,169	6,423,053
Loans secured by mortgages	1,717,721	-
Interest in registered investment companies (mutual funds)	5,155,846	202,277
Common/collective trusts	117,551,898	(9,397,550)
Real estate partnerships	16,562,477	26,037,951
	<u>211,819,055</u>	<u>110,235,825</u>
Other income (expense)	<u>(3,145,260)</u>	<u>3,287,209</u>
Total Investment income, net of appreciation (depreciation), and other income (expense)	<u>\$ 230,621,722</u>	<u>\$ 129,849,425</u>

**4. Securities
Lending**

The Master Trust participated in a securities lending program with The Northern Trust Company through March 31, 2010, the date that the Plan changed The Northern Trust Company to the State Street Bank and Trust Company. The program allowed The Northern Trust Company to loan securities, which are assets of the Master Trust, to approved borrowers. The Northern Trust Company required the borrowers, pursuant to a security loan agreement, to deliver collateral to secure each loan. The collateral was required to be between 100 percent and 105 percent of the fair value of the securities borrowed. The Master Trust had the risk of loss with respect to an unfavorable change in fair value of the invested cash collateral. However, the borrowers had the risk of loss related to the decrease in the fair value of the securities collateral and, therefore, were required to deliver additional securities to maintain the required collateral.



**4. Securities
Lending**
Continued

In the event of default by the borrowers, the trustee was required to indemnify the Master Trust by purchasing replacement securities equal to the number of unreturned loaned securities or, if replacement securities were not able to be purchased, The Northern Trust Company credited the Master Trust for the market value of the unreturned securities. In each case, the trustee applied the proceeds from the collateral for such a loan to make the Master Trust whole.

The fair value of securities on loan to the borrowers as of December 31, 2009 was \$66,555,335. Cash collateral of \$68,879,003 was received for securities on loan as of December 31, 2009. No securities collateral was received for securities on loan as of December 31, 2009. A portion of the income generated from the cash collateral was remitted to the borrowers, and the remainder was allocated between the Master Trust and The Northern Trust Company in its capacity as a security agent. Securities lending income allocated to the Master Trust was \$224,767 for the year ended December 31, 2009. Securities lending income allocated to the Master Trust amounted to \$56,150 for the year ended December 31, 2009. On April 1, 2010, the Plan terminated the Securities Lending arrangement with The Northern Trust Company.

**5. Fair Value
Measurements**

Investments are reported in accordance with established authoritative guidance, which requires a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1: Inputs are quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.

Level 2: Inputs are from other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are unobservable and are used to measure fair value in situations where there is little, if any, market activity for the asset or liability at the measurement date.



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**5. Fair Value
Measurements**
Continued

The assets of the Plan are held in the Master Trust as disclosed in Note 3 above. The following table summarizes the assets or liabilities carried by the Master Trust at fair value by fair value hierarchy level, as described above, as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ -	\$ 68,120,046	\$ -	\$ 68,120,046
Fixed Income Investments:				
US government securities	-	181,853,241	-	181,853,241
Foreign government securities	-	92,147,430	-	92,147,430
Corporate Bonds	-	233,437,310	-	233,437,310
Common Stock:				
U.S. large cap	204,633,207	-	-	204,633,207
U.S. mid cap	144,421,232	-	-	144,421,232
U.S. small cap	15,882,776	-	-	15,882,776
International	68,617,207	-	-	68,617,207
Preferred Stocks	-	4,091,114	-	4,091,114
Partnerships/joint ventures	-	-	90,790,595	90,790,595
Loans secured by mortgages	-	24,026,284	-	24,026,284
Common collective trusts:				
Domestic equity	-	241,240,385	-	241,240,385
International equity	-	424,046,427	-	424,046,427
Domestic Bonds	-	27,942,850	-	27,942,850
Other	-	14,041	-	14,041
Registered investment companies	15,323,052	-	-	15,323,052
Total investment assets at fair value	\$ 448,877,474	\$ 1,296,919,128	\$ 90,790,595	\$ 1,836,587,197



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

5. Fair Value Measurements
Continued

The following table summarizes the assets or liabilities carried by the Master Trust at fair value by fair value hierarchy level, as described above, as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Equity instruments	\$ 244,063,606	\$ 126,528,126	\$ 18,777,061	\$ 389,368,793
Debt instruments	15,728,133	127,762,271	-	143,490,404
Real Estate/Partnership/Joint Ventures	12,782,166	40,772,931	6,379,026	59,934,123
Total investment assets at fair value	\$ 272,573,905	\$ 295,063,328	\$ 25,156,087	\$ 592,793,320

The following is a reconciliation of the investments of the Master Trust in which significant unobservable inputs (Level 3) were used in determining fair value:

	Equity Instruments	Real Estate Partnerships Joint Ventures
Balance as of January 1, 2010	\$ 18,777,061	\$ 6,379,026
Realized gains/(losses)	784,900	(4,908,591)
Unrealized gains/(losses) relating to instruments still held at the reporting date	-	17,597,375
Purchases, sales, issuances and settlements (net)	(19,561,961)	29,877,522
Transfer from Alcan Trust	-	41,845,263
Balance as of December 31, 2010	\$ -	\$ 90,790,595



**5. Fair Value
Measurements**
Continued

The following is a description of the valuation methodologies used for assets measured at fair value:

- Cash equivalents: Short-term investment funds composed of high-grade money market instruments with maturities of less than ninety days, valued at quoted market prices at year-end.
- Common stocks: Valued at the closing price reported on the active market where the securities are traded.
- Preferred stocks: Valued at the closing price reported on the active market where the securities are traded.
- Corporate bonds: Stated at fair value based on a bid evaluation process using observable, market based inputs on the valuation date.
- Government bonds: Stated at fair value based on a bid evaluation process using observable, market based inputs on the valuation date.
- Mutual funds: Valued at quoted market prices at year-end.
- Assets under securities lending arrangement: Assets are valued as noted for the individual asset class and are daily market priced to ensure collateral is sufficient for securities lent out.

The following is a description of the valuation methodologies used for comingled funds which consist of common/collective trusts, real estate partnerships, and registered funds. These funds are held by the Master Trust and are measured at net asset value:

Common/Collective Trusts

In 2010 and 2009, the comingled funds held common/collective trusts through benefit-responsive investment contracts with The Northern Trust Company. Contributions are maintained in a general account which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Because the common/collective trust is fully benefit-responsive, net asset value is the relevant measurement attribute for that portion of the assets available for benefits attributable to the common/collective trust. Net asset value, as reported to the comingled funds by The Northern Trust Company, represents contributions made, plus earnings, less participant benefit payments and administrative expenses.



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**5. Fair Value
Measurements**
Continued

Common/Collective Trusts - Continued

Certain events may limit the ability of the comingled funds to transact at net asset value with the issuer. Such events include termination of the contract, spin-offs, divestitures, and the liberalization of plan withdrawal or transfer rules. Upon occurrence of any of these events, a market value adjustment may apply. The Plan Administrator does not believe that the occurrence of any such event, which would limit the comingled fund's ability to transact at net asset value is probable.

Real Estate Partnerships

There are no readily available market quotations for the real estate partnerships. The real estate partnerships are valued at the net asset value as determined by using estimated fair value of the underlying assets held in the real estate partnerships. Net asset value is used as a practical expedient for fair value.

Registered Funds

Registered fund are valued at the net asset value of shares held by the Plan at year-end, based on published market quotations on active markets.

**6. Party-in-
Interest**

The trustees are parties-in-interest to the Plan. Fees paid by the Master Trust to the trustees for investment management services qualify as party-in-interest transactions for which a statutory exemption exists. Fees paid by the Plan to parties-in-interest for administrative and actuarial services were \$302,598 and \$205,894 for the years ended December 31, 2010 and 2009, respectively. In addition, certain employees of the Company provide administrative services for the Plan for which the Plan is not charged.

**7. Federal
Income Taxes**

The Plan received a determination letter from the Internal Revenue Service, dated August 14, 2008 indicating that the Plan and related trust constitute a qualified plan under Section 401(a) of the IRC, as amended. The Company and its legal counsel believe that the Plan is designed and is currently being operated in compliance with applicable provisions of the IRC and, therefore, is exempt from federal income taxes.



**7. Federal
Income Taxes**
Continued

Management evaluates tax positions taken by the Plan and recognizes a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by taxing authorities. Plan management has concluded that as of December 31, 2010, there are no uncertain tax positions that require either recognition or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities for tax years for which the applicable statutes of limitations have not expired. There are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2007.

**8. Plan
Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan document, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets available for benefits of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under and the Plan document.

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

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.



**U.S. BORAX INC. RETIREMENT PLAN
FOR BORON HOURLY EMPLOYEES**
Notes to Financial Statements
Continued

**9. Certification
of Information
Provided**

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. As permitted under that election, the Plan Administrator has obtained as of and for the years ended December 31, 2010 and 2009 certifications from State Street Bank and Trust Company and The Northern Trust Company, the trustees of the Plan, that all of the information provided by the trustees is complete and accurate. The Plan Administrator has instructed the independent auditors not to perform any auditing procedures with respect to the following information certified by the trustees, except for comparing such information certified by the trustees to information included in the Plan's financial statements:

- The investment assets of the Plan
- The recording of Plan investment transactions and investment income

**10. Restatement
of Previously
Issued
Financial
Statements**

As noted in Note 1, on December 31, 2010, the U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees merged with the U.S. Borax Inc. Retirement Plan for Boron Hourly Employees. Due to the merger as of December 31, 2010, the plans net assets were restated as of December 31, 2010, and an item was added to the Statements of Changes in Net Assets Available for Benefits to show the transfer of net assets to the U.S. Borax Inc. Retirement Plan for Boron Hourly Employees as of December 31, 2010.



**11. Subsequent
Events**

The Plan Administrator has evaluated events occurring subsequent to year end through October 14, 2011, the date the financial statements were available to be issued.

Divestiture of Luzenac America, Inc.

Effective July 31, 2011, as a result of the sale of Luzenac America, Inc., the participants who terminated employment as a result of the sale with the Company were 100% vested in their Rio Tinto America Inc. Retirement Plan accrued benefits.

As a result of the sale of Luzenac America, Inc., on August 31, 2011, assets for the following plans were transferred from the Master Trust to the purchaser's trustee and custodian:

- Luzenac America, Inc. Retirement Plan for Windsor Hourly Employees
- Luzenac America, Inc. Retirement Plan for Three Forks Hourly Employees

The total value of the assets transferred out of the Master Trust, related to this transaction, equaled \$9,580,413.

Plan closed to new participants

Effective June 17, 2011, the Plan was closed to new participants that are hired at U.S. Borax Inc - Wilmington. Therefore, employees that are hired or rehired by the Company (or otherwise would have been eligible under the Plan) after June 16, 2011 are not eligible for participation in the Plan.

Collective Bargaining Agreement

On June 17, 2011, the Wilmington collective bargaining agreement was amended and the pension multiplier for active participants at Wilmington was increased to \$75 for all years of pensionable service.

U.S. BORAX INC.
Retirement Plan for Boron Hourly Employees
EIN/PN: 98-0047580/002

Schedule SB, Line 26 Schedule of Active Participant Data

As of January 1, 2010

Attained Age	YEARS OF CREDITED SERVICE										Total
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
	Avg No. Comp	Avg No. Comp	Avg No. Comp	Avg No. Comp	Avg No. Comp	Avg No. Comp	Avg No. Comp	Avg No. Comp	Avg No. Comp	Avg No. Comp	
Under 25	5	13	1	0	0	0	0	0	0	0	19
25 to 29	3	31	13	0	0	0	0	0	0	0	47
30 to 34	4	23	19	13	0	0	0	0	0	0	59
35 to 39	8	25	10	21	2	0	0	0	0	0	66
40 to 44	4	17	9	18	9	3	0	0	0	0	60
45 to 49	2	10	17	23	9	12	11	1	0	0	85
50 to 54	10	18	15	29	7	7	25	53	0	0	164
55 to 59	2	11	6	15	9	5	17	31	27	1	124
60 to 64	2	5	4	10	4	1	4	11	7	6	54
65 to 69	0	0	0	0	0	0	0	0	0	0	0
70 & up	0	0	0	0	0	0	0	0	0	0	0
Total	40	153	94	129	40	28	57	96	34	7	678

Average Age: 47.0 years

Average Service: 16.5 years

U.S. BORAX INC.
Retirement Plan for Boron Hourly Employees
EIN: 98-0047580 PN: 002

Schedule SB, Line 32 – Schedule of Amortization Bases

Date Established	Initial Amount	Remaining Installments	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2010
January 1, 2008	\$ 0	5	\$ 0	\$ 0
January 1, 2009	6,202,324	6	1,100,594	5,795,212
January 1, 2010	(417,548)	7	<u>(70,270)</u>	<u>(417,548)</u>
Total charge			\$ 1,030,324	\$ 5,377,664

U.S. BORAX INC.
Retirement Plan for Boron Hourly Employees
EIN: 98-0047580 PN: 002

Schedule SB, Line 19 – Discounted Employer Contributions

Date	Amount	Plan Year	Days Discounted at Effective Rate of 6.69%	Days Discounted at Penalty Rate of 11.69%	Discounted Value
3/23/2010	\$ 800,000	2010	81	0	\$ 788,586
7/14/2010	\$ 800,000	2010	194	0	\$ 772,933
12/1/2010	\$ 723,011	2010	287	47	\$ 677,405
12/1/2010	<u>\$ 15,576,989</u>	2010	334	0	<u>\$ 14,680,755</u>
Total	\$ 17,900,000				\$ 16,919,679

U.S. BORAX INC.
Retirement Plan for Boron Hourly Employees
EIN: 98-0047580 PN: 002

Schedule SB, Line 25 – Change in Method

Change in interest rates

Interest rates to value funding liabilities were changed from the full yield curve with a two month lookback to the three segments with four month lookback.

U.S. BORAX INC.
Retirement Plan for Boron Hourly Employees
EIN: 98-0047580 PN: 002

Schedule SB, Line 24 – Change in Actuarial Assumptions

Change in expense load to target normal cost

The expected administrative and investment expenses to be added to the target normal cost changed from \$227,000 in 2009 to \$368,000 in 2010 based on actual expenses paid in 2009.

U.S. BORAX INC.
Retirement Plan for Boron Hourly Employees
EIN: 98-0047580 PN: 002

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

The age is derived by applying the following retirement assumption to the current active population.

Retirement Age: Age 65, or if earlier, age 62 with 5 years of vesting service

The probability of retirement is:

Under age 65 with under 5 years of vesting service 0%

Age 62 with 5 years of vesting service 100%

Age 63 with 5 years of vesting service 100%

Age 64 with 5 years of vesting service 100%

Age 65 and over regardless of vesting service 100%

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

Pension Benefit Guaranty Corporation

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

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

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

OMB No. 1210-0110

2010**This Form is Open to Public
Inspection**

For calendar plan year 2010 or fiscal plan year beginning _____ and ending _____

▶ **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.S. Borax Inc. Retirement Plan for Boron Hourly Employees	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF U.S. Borax Inc.	D Employer Identification Number (EIN) 98-0047580
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>		
2 Assets:		
a Market value	2a	94,312,794
b Actuarial value	2b	97,778,596
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 368	50,944,597
b For terminated vested participants	3b 210	5,597,053
c For active participants:		
(1) Non-vested benefits	3c(1)	4,339,224
(2) Vested benefits	3c(2)	46,573,563
(3) Total active	3c(3) 678	50,912,787
d Total	3d 1,256	107,454,437
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.69 %
6 Target normal cost	6	2,465,615

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**

Signature of actuary

Carlos Diaz

Type or print name of actuary

Buck Consultants, LLC

1801 Century Park East, Suite 500

Los Angeles

CA 90067

Address of the firm

10/10/2011

Date

11-05725

Most recent enrollment number

(310) 282-8232

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.

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of <u>27.02</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		10,724,472
b Interest on (a) using prior year's effective rate of <u>8.17</u> %		876,189
c Total available at beginning of current plan year to add to prefunding balance		11,600,661
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	90.99 %
15 Adjusted funding target attainment percentage.....	15	90.99 %
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	86.86 %
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
03/23/2010	800,000				
07/14/2010	800,000				
12/01/2010	16,300,000				
Totals ▶			18(b)	17,900,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	16,919,679

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

Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	2,465,615
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	5,377,664	1,030,324
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	3,495,939
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	3,495,939
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)	37	16,919,679
38 Interest-adjusted excess contributions for current year (see instructions)	38	13,423,740
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0