Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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
NCH CORPORATION RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/05/1960

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

NCH CORPORATION & SUBSIDIARIES

2727 CHEMSEARCH BLVD.
IRVING, TX 75062

2b Employer Identification Number (EIN) 75-0457200

2c Sponsor's telephone number 972-438-0835

2d Business code (see instructions) 325900

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.	07/31/2012	MARILYN A. BONA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
RETIREMENT SAVINGS PLAN ADMIN. COMM

2727 CHEMSEARCH BLVD.
IRVING, TX 75062

3b Administrator's EIN
75-1526710

3c Administrator's telephone number
972-438-0835

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**	3185
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**	2731
b	Retired or separated participants receiving benefits	**6b**	14
c	Other retired or separated participants entitled to future benefits	**6c**	349
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3094
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	8
f	Total. Add lines **6d** and **6e**	**6f**	3102
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2173
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	20
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2J 2K

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

D Employer Identification Number (EIN)
75-0457200

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

ING INSTITUTIONAL PLAN SERVICES

04-3516284

(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)

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04-3516284

(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?
37 57 64 99	RECORD KEEPER	50751	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

COOK STREET CONSULTING INC.

84-0854432

(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?
31	CO-FIDUCIARY	45000	Yes [ ] No [X]	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 [ ]

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

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

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

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

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

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

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

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:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

D Employer Identification Number (EIN)
75-0457200

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: NCH STABLE VALUE FUND

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2251296-001	C	62647759

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)

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

D Employer Identification Number (EIN)
75-0457200

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1111205	1101273
(2) Participant contributions	1b(2)	349	
(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)	5019013	5431468
(9) Value of interest in common/collective trusts	1c(9)	60191340	62647759
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	129036757	117937762
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	195358664	187118262
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	57259	87620
k Total liabilities (add all amounts in lines 1g through1j)	1k	57259	87620
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	195301405	187030642

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)	4422215	
(B) Participants	2a(1)(B)	8953266	
(C) Others (including rollovers)	2a(1)(C)	595414	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		13970895
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)	230823	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		230823
(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)	2732435	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2732435
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1441354
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-3837977
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		14537530
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	22501094	
(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)		22501094
f Corrective distributions (see instructions)	2f		87620
g Certain deemed distributions of participant loans (see instructions)	2g		112582
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	106997	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		106997
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		22808293
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-8270763
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: GRANT THORNTON LLP (2) EIN: 36-6055558

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.)	**4a**		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.)	**4b**		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.)	**4c**		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.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		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?	**4g**		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?	**4h**		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.)	**4i**	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.)	**4j**		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?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

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

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

5b(1) Name of plan(s)	**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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

D Employer Identification Number (EIN)
75-0457200

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-0025081

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**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

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

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

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

Part III Amendments

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

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

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

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements and Report of Independent Certified Public Accountants

NCH Corporation Retirement Savings Plan

December 31, 2011 and 2010

NCH Corporation Retirement Savings Plan

INDEX

	Page
Report of Independent Certified Public Accountants	2
Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2011	4
Notes to Financial Statements	5
Supplemental Schedule	
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011	16

Grant Thornton

Report of Independent Certified Public Accountants

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Administrative Committee
NCH Corporation Retirement Savings Plan

We were engaged to audit the financial statements of the NCH Corporation Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010 and the supplemental schedule H, line 4i, schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by ING Institutional Plan Services, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information 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, have been audited by us in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants 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.

Grant Thornton LLP

Dallas, Texas
July 30, 2012

NCH Corporation Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2011	2010
Assets		
Investments, at fair value	$180,585,521	$189,228,097
Receivables		
Employer year-end discretionary contributions	1,101,273	1,111,205
Employee contributions	-	349
Notes receivable from participants	5,431,468	5,019,013
Total assets	187,118,262	195,358,664
Liabilities		
Excess contributions payable	87,620	57,259
Total liabilities	87,620	57,259
Net assets available for benefits at fair value	187,030,642	195,301,405
Adjustment from fair value to contract value for interest in guaranteed funds relating to fully benefit-responsive investment contracts	(1,587,565)	(1,295,704)
Net assets available for benefits	$185,443,077	$194,005,701

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

NCH Corporation Retirement Savings Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2011

Additions:	
Additions to net assets attributable to:	
Investment income:	
Dividend income	$ 2,732,435
Net depreciation in fair value of investments	(2,688,484)
Net investment income	43,951
Interest income on notes receivable from participants	230,823
Contributions	
Participant	8,953,266
Employer	3,320,942
Employer year-end discretionary	1,101,273
Rollovers	595,414
Total contributions	13,970,895
Total additions	14,245,669
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	22,501,094
Excess contributions	87,620
Deemed Loans	112,582
Administrative expenses	106,997
Total deductions	22,808,293
Net decrease	(8,562,624)
Net assets available for benefits, beginning of year	194,005,701
Net assets available for benefits, end of year	$185,443,077

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

NOTE A - DESCRIPTION OF PLAN

The following is a brief description of the NCH Corporation Retirement Savings Plan (the "Plan"). Participants should refer to the Plan document or the Summary Plan Description for more complete information.

General

NCH Corporation (the "Company," "Plan sponsor" or "Employer") established the Plan for the purpose of encouraging savings for retirement and to provide a tax-qualified facility for accumulation of funds to be used to provide benefits payable to an employee upon retirement, death, disability, termination of employment, or on certain other occasions.

Eligibility

All qualified employees who have attained the age of 18 and have completed 30 days of service are eligible to participate in the Plan. However, to receive the Employer matching and Employer year-end discretionary contributions, the employee must have been employed for a minimum of one year.

Contributions

Each eligible employee may elect to make a basic pretax contribution commencing on any entry date in any whole percentage from 1% to 50% of the employee's compensation, not to exceed certain limits as set forth by the Internal Revenue Code ("IRC") and the Plan document. The maximum contribution allowable by the IRC was $16,500 for 2011 and 2010. The Employer matching contribution is 100% of the participant contributions, up to 3% of eligible compensation. In addition, upon authorization by the Employer's Board of Directors, the Employer shall also make an additional contribution up to 100% of the first $750 of a participant's pre-tax deferral, provided the participant is still employed on the last day of the Plan year. Participants may also deposit distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. All contributions to the Plan are deposited into investment funds managed and held by ING Institutional Plan Services (the "Trustee") as directed by the participants.

Participant contributions and Employer matching contributions are credited to participant accounts each pay period, while Employer discretionary contributions are credited to participant accounts annually. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant contributions, earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Benefit Payments

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to either (i) receive installment payments which are not less than $4,000 per year payable on an annual basis, (ii) receive a lump-sum amount, rollover a balance into an IRA, or (iii) if the account balance is greater than $5,000, defer payment up to age 70½.

NOTE A - DESCRIPTION OF PLAN - Continued

Withdrawals are permitted upon the attainment of age 59½ or for alleviating financial hardships in accordance with Plan provisions. There were no amounts unpaid as of December 31, 2011 and 2010.

Vesting

All participant contributions are 100% vested when made. A participant who terminates service due to death, permanent disability, achievement of normal retirement age, or completes three years of service is fully vested in his or her Employer matching contributions. However, if a participant terminates his or her employment prior to three years of vesting service for any reason other than retirement, death or full and permanent disability, the participant's non-forfeitable or vested percentage will be zero. All participants are fully vested upon reaching the age of 65.

Forfeitures

Forfeited amounts are used to reduce the Employer's matching contributions and pay administrative expenses. Forfeiture of nonvested Employer matching contributions totaled $76,827 and $39,992 in 2011 and 2010, respectively, which was used to reduce employer matching contributions and pay administrative expenses of the Plan. The total balance of the forfeiture account was $31,663 and $17,224 in 2011 and 2010, respectively.

Plan Administration

The Company may elect to pay the Plan's expenses. For the years ended December 31, 2011 and 2010, the participants paid the Trustee, amounts totaling $106,997 and $25,835, respectively, in administration fees.

Termination Provisions

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, all participants will become 100% vested in their account balances and Plan assets will be distributed in accordance with the Plan document.

Notes Receivable from Participants

Participants may borrow from their accounts subject to a minimum of $500. The maximum amount of any loan (when added to the outstanding balance of all prior loans) may not exceed the lesser of: (1) 50% of the participant's vested account balance or (2) $50,000, reduced by the highest balance of all outstanding loans to the participant during the one-year period ending on the first day of the month preceding the date of the loan in question. In addition, participants may have no more than two loans outstanding at any one time. The loans are secured by the remaining balance in the participant's account and bear interest at the Prime Rate plus 1%, as published in the Wall Street Journal on the first day of the previous month. Loan terms are either three or five years. Principal and interest are repaid in equal installments through payroll deductions and individual repayments made by the participant.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note I for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as deemed distributions on the statement of changes in net assets available for benefits based upon the terms of the Plan document.

NOTE C - TAX STATUS

The Internal Revenue Service advised the plan administrator on April 16, 2002 that the Plan constitutes a qualified retirement trust under Sec. 401(a) of the IRC, and is therefore exempt from federal income tax. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such elections, the plan administrator has obtained certifications from the Trustee that all of the information it provided is complete and accurate. Information included in the accompanying financial statements as to investments, net appreciation in fair value of investments, Plan income, and all information in the supplemental Schedule of Assets (held at end of year) is presented in reliance upon these certifications. At the request of the plan administrator, the Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

	December 31, 2011	December 31, 2010
Investments, at fair value		
Mutual funds	$117,937,762	$129,036,757
Common/collective trust	62,647,759	60,191,340
Total investments	$180,585,521	$189,228,097
Notes receivable from participants	$ 5,431,468	$ 5,019,013

	Year ended December 31, 2011
Net appreciation in fair value of investments	
Mutual funds	$(3,837,977)
Common/collective trust	1,149,493
Dividend income	2,732,435
Net investment income	$ 43,951

NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) - Continued

The following table presents investments that represent 5% or more of the Plan's net assets at year-end. All funds are presented at fair value.

	2011	2010
NCH Stable Value Fund*	$ 62,647,759	$ 60,191,340
Vanguard Institutional Index	22,252,365	24,709,985
Vanguard Mid-Cap Index	15,659,042	18,331,891
Harbor International Fund Institutional Class	14,349,636	18,749,556
American Funds American Balanced	13,094,307	13,473,942
PIMCO Total Return Institutional Class	12,219,547	15,664,459
Dodge & Cox Stock	11,962,802	14,445,565
	$152,185,458	$165,566,738

* Represents estimated fair value. Contract value of this investment was $61,060,194 and $58,895,636 as of December 31, 2011 and 2010, respectively.

NOTE E - RISKS AND UNCERTAINTIES

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

NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor is responsible for the Plan's administration and Trustee expenses. Certain Plan investments are shares of mutual funds managed by the Trustee, a service provider to the Plan. Therefore, these transactions qualify as party-in-interest transactions.

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	$185,443,077	$194,005,701
Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts	1,587,565	1,295,704
Net assets available for benefits per the Form 5500	$187,030,642	$195,301,405
Total change in net assets per the financial statements	$ (8,562,624)	
Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts	291,861	
Total change in net assets per the Form 5500	$ (8,270,763)	

As discussed in Note H, the Plan invests in a fully benefit-responsive investment contract. For financial reporting purposes, the net assets of the Plan include the investment contract recorded at contract value, while the Form 5500 is presented at fair value.

NOTE H - INVESTMENT CONTRACT

The Stable Value Fund is the Company's fully benefit-responsive investment contract with Wells Fargo. Wells Fargo maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As more fully described below, the contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Wells Fargo.

NOTE H - INVESTMENT CONTRACT - Continued

In accordance with Accounting Standards Codification ASC 962, *Plan Accounting - Contribution Pension Plans* ("ASC 962"), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. ASC 962 requires the statements of net assets available for benefits to present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

Wells Fargo is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Crediting interest rates are reviewed on a quarterly basis for resetting. The minimum crediting rate under the contract is 1.50%.

	2011	2010
Average yields:		
Based on actual earnings[1]	1.56%	2.38%
Based on interest rate credited to participants[2]	2.33%	2.90%

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

---

(1) Computed by dividing the actual one-day earnings of the contract credited to the Plan on the last day of the plan year by the fair value of the investment on the last day of the plan year and then annualizing the result.

(2) Computed by dividing the annualized one-day earnings credited to participants on December 31, 2011 and 2010 by the fair value of investments on December 31, 2011 and 2010, respectively.

NOTE H - INVESTMENT CONTRACT WITH INSURANCE COMPANY - Continued

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

NOTE I - FAIR VALUE MEASUREMENTS

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 or 2010.

NOTE I - FAIR VALUE MEASUREMENTS - Continued

Mutual Funds

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

Investment Contract

Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note H).

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Growth funds	$ 88,240,968	$ -	$ -	$ 88,240,968
Balanced funds	12,661,523	-	-	12,661,523
Fixed income funds	17,035,271	-	-	17,035,271
Investment contract	-	-	62,647,759	62,647,759
Total assets at fair value	$117,937,762	$ -	$62,647,759	$180,585,521

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Growth funds	$ 84,875,001	$ -	$ -	$ 84,875,001
Balanced funds	26,141,478	-	-	26,141,478
Fixed income funds	18,020,278	-	-	18,020,278
Investment contract	-	-	60,191,340	60,191,340
Total assets at fair value	$129,036,757	$ -	$60,191,340	$189,228,097

NOTE I - FAIR VALUE MEASUREMENTS - Continued

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets (investment contract) for the year ended December 31:

	2011
Balance, beginning of year	$ 60,191,340
Realized gains	294,185
Unrealized gains/(losses) relating to instruments still held at the reporting date	927,577
Purchases	
Sales	(10,834,722)
Issuances	18,634,422
Settlements	(6,565,043)
	1,234,657
Balance, end of year	$ 62,647,759

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefit.

NOTE J - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 30, 2011, the date the financial statements were available to be issued, and determined there were no events that occurred that would have significantly affected the financial statements.

SUPPLEMENTAL SCHEDULE

NCH Corporation Retirement Savings Plan

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2011

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	NCH Stable Value Fund	Stable Value Fund (at fair value)	$ 62,647,759
	Vanguard	Institutional Index	22,252,365
	Vanguard	Mid-Cap Index	15,659,042
	Harbor International	Fund Institutional Class	14,349,636
	American Funds	American Balanced	13,094,307
	PIMCO	Total Return Institutional Class	12,219,547
	Dodge & Cox	Large Value Fund	11,962,802
	Vanguard	Inflation Protected Securities	5,109,107
	T Rowe	2020 Portfolio	4,028,471
	Baron	Growth Fund	3,842,743
	Royce	Total Return	3,703,317
	T Rowe	2030 Portfolio	3,501,256
	T Rowe	2040 Portfolio	2,697,581
	T Rowe	Income Fund	2,099,791
	American Funds	Growth Fund	1,129,979
	Goldman Sachs	High Yield A	1,112,406
	E.I.I. Global	Property Institutional	834,106
	T Rowe	2050 Portfolio	201,138
	T Rowe	2010 Portfolio	133,286
	Goldman Sachs Core	Large Value Fund	6,882
	Total investments, at fair value		$180,585,521
*	Participants	Notes receivable from Participants with interest rates of 4.25% to 9.25% and maturity dates from January 2012 to January 2017	$ 5,431,468

*Represents party-in-interest.

NOTE: Information on cost (column (d)) of the investment is excluded, as all investments are participant directed.

Financial Statements and Report of Independent Certified Public Accountants

NCH Corporation Retirement Savings Plan

December 31, 2011 and 2010

NCH Corporation Retirement Savings Plan

INDEX

	Page
Report of Independent Certified Public Accountants	2
Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2011	4
Notes to Financial Statements	5
Supplemental Schedule	
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011	16

Grant Thornton

Report of Independent Certified Public Accountants

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Administrative Committee
NCH Corporation Retirement Savings Plan

We were engaged to audit the financial statements of the NCH Corporation Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010 and the supplemental schedule H, line 4i, schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by ING Institutional Plan Services, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information 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, have been audited by us in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants 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.

Grant Thornton LLP

Dallas, Texas
July 30, 2012

NCH Corporation Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2011	2010
Assets		
Investments, at fair value	$180,585,521	$189,228,097
Receivables		
Employer year-end discretionary contributions	1,101,273	1,111,205
Employee contributions	-	349
Notes receivable from participants	5,431,468	5,019,013
Total assets	187,118,262	195,358,664
Liabilities		
Excess contributions payable	87,620	57,259
Total liabilities	87,620	57,259
Net assets available for benefits at fair value	187,030,642	195,301,405
Adjustment from fair value to contract value for interest in guaranteed funds relating to fully benefit-responsive investment contracts	(1,587,565)	(1,295,704)
Net assets available for benefits	$185,443,077	$194,005,701

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

NCH Corporation Retirement Savings Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2011

Additions:	
Additions to net assets attributable to:	
Investment income:	
Dividend income	$ 2,732,435
Net depreciation in fair value of investments	(2,688,484)
Net investment income	43,951
Interest income on notes receivable from participants	230,823
Contributions	
Participant	8,953,266
Employer	3,320,942
Employer year-end discretionary	1,101,273
Rollovers	595,414
Total contributions	13,970,895
Total additions	14,245,669
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	22,501,094
Excess contributions	87,620
Deemed Loans	112,582
Administrative expenses	106,997
Total deductions	22,808,293
Net decrease	(8,562,624)
Net assets available for benefits, beginning of year	194,005,701
Net assets available for benefits, end of year	$185,443,077

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

NOTE A - DESCRIPTION OF PLAN

The following is a brief description of the NCH Corporation Retirement Savings Plan (the "Plan"). Participants should refer to the Plan document or the Summary Plan Description for more complete information.

General

NCH Corporation (the "Company," "Plan sponsor" or "Employer") established the Plan for the purpose of encouraging savings for retirement and to provide a tax-qualified facility for accumulation of funds to be used to provide benefits payable to an employee upon retirement, death, disability, termination of employment, or on certain other occasions.

Eligibility

All qualified employees who have attained the age of 18 and have completed 30 days of service are eligible to participate in the Plan. However, to receive the Employer matching and Employer year-end discretionary contributions, the employee must have been employed for a minimum of one year.

Contributions

Each eligible employee may elect to make a basic pretax contribution commencing on any entry date in any whole percentage from 1% to 50% of the employee's compensation, not to exceed certain limits as set forth by the Internal Revenue Code ("IRC") and the Plan document. The maximum contribution allowable by the IRC was $16,500 for 2011 and 2010. The Employer matching contribution is 100% of the participant contributions, up to 3% of eligible compensation. In addition, upon authorization by the Employer's Board of Directors, the Employer shall also make an additional contribution up to 100% of the first $750 of a participant's pre-tax deferral, provided the participant is still employed on the last day of the Plan year. Participants may also deposit distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. All contributions to the Plan are deposited into investment funds managed and held by ING Institutional Plan Services (the "Trustee") as directed by the participants.

Participant contributions and Employer matching contributions are credited to participant accounts each pay period, while Employer discretionary contributions are credited to participant accounts annually. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant contributions, earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Benefit Payments

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to either (i) receive installment payments which are not less than $4,000 per year payable on an annual basis, (ii) receive a lump-sum amount, rollover a balance into an IRA, or (iii) if the account balance is greater than $5,000, defer payment up to age 70½.

NOTE A - DESCRIPTION OF PLAN - Continued

Withdrawals are permitted upon the attainment of age 59½ or for alleviating financial hardships in accordance with Plan provisions. There were no amounts unpaid as of December 31, 2011 and 2010.

Vesting

All participant contributions are 100% vested when made. A participant who terminates service due to death, permanent disability, achievement of normal retirement age, or completes three years of service is fully vested in his or her Employer matching contributions. However, if a participant terminates his or her employment prior to three years of vesting service for any reason other than retirement, death or full and permanent disability, the participant's non-forfeitable or vested percentage will be zero. All participants are fully vested upon reaching the age of 65.

Forfeitures

Forfeited amounts are used to reduce the Employer's matching contributions and pay administrative expenses. Forfeiture of nonvested Employer matching contributions totaled $76,827 and $39,992 in 2011 and 2010, respectively, which was used to reduce employer matching contributions and pay administrative expenses of the Plan. The total balance of the forfeiture account was $31,663 and $17,224 in 2011 and 2010, respectively.

Plan Administration

The Company may elect to pay the Plan's expenses. For the years ended December 31, 2011 and 2010, the participants paid the Trustee, amounts totaling $106,997 and $25,835, respectively, in administration fees.

Termination Provisions

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, all participants will become 100% vested in their account balances and Plan assets will be distributed in accordance with the Plan document.

Notes Receivable from Participants

Participants may borrow from their accounts subject to a minimum of $500. The maximum amount of any loan (when added to the outstanding balance of all prior loans) may not exceed the lesser of: (1) 50% of the participant's vested account balance or (2) $50,000, reduced by the highest balance of all outstanding loans to the participant during the one-year period ending on the first day of the month preceding the date of the loan in question. In addition, participants may have no more than two loans outstanding at any one time. The loans are secured by the remaining balance in the participant's account and bear interest at the Prime Rate plus 1%, as published in the Wall Street Journal on the first day of the previous month. Loan terms are either three or five years. Principal and interest are repaid in equal installments through payroll deductions and individual repayments made by the participant.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note I for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as deemed distributions on the statement of changes in net assets available for benefits based upon the terms of the Plan document.

NOTE C - TAX STATUS

The Internal Revenue Service advised the plan administrator on April 16, 2002 that the Plan constitutes a qualified retirement trust under Sec. 401(a) of the IRC, and is therefore exempt from federal income tax. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such elections, the plan administrator has obtained certifications from the Trustee that all of the information it provided is complete and accurate. Information included in the accompanying financial statements as to investments, net appreciation in fair value of investments, Plan income, and all information in the supplemental Schedule of Assets (held at end of year) is presented in reliance upon these certifications. At the request of the plan administrator, the Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

	December 31, 2011	December 31, 2010
Investments, at fair value		
Mutual funds	$117,937,762	$129,036,757
Common/collective trust	62,647,759	60,191,340
Total investments	$180,585,521	$189,228,097
Notes receivable from participants	$ 5,431,468	$ 5,019,013

	Year ended December 31, 2011
Net appreciation in fair value of investments	
Mutual funds	$(3,837,977)
Common/collective trust	1,149,493
Dividend income	2,732,435
Net investment income	$ 43,951

NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) - Continued

The following table presents investments that represent 5% or more of the Plan's net assets at year-end. All funds are presented at fair value.

	2011	2010
NCH Stable Value Fund*	$ 62,647,759	$ 60,191,340
Vanguard Institutional Index	22,252,365	24,709,985
Vanguard Mid-Cap Index	15,659,042	18,331,891
Harbor International Fund Institutional Class	14,349,636	18,749,556
American Funds American Balanced	13,094,307	13,473,942
PIMCO Total Return Institutional Class	12,219,547	15,664,459
Dodge & Cox Stock	11,962,802	14,445,565
	$152,185,458	$165,566,738

* Represents estimated fair value. Contract value of this investment was $61,060,194 and $58,895,636 as of December 31, 2011 and 2010, respectively.

NOTE E - RISKS AND UNCERTAINTIES

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NOTE F - RELATED PARTY TRANSACTIONS

The Plan Sponsor is responsible for the Plan's administration and Trustee expenses. Certain Plan investments are shares of mutual funds managed by the Trustee, a service provider to the Plan. Therefore, these transactions qualify as party-in-interest transactions.

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	$185,443,077	$194,005,701
Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts	1,587,565	1,295,704
Net assets available for benefits per the Form 5500	$187,030,642	$195,301,405
Total change in net assets per the financial statements	$ (8,562,624)	
Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts	291,861	
Total change in net assets per the Form 5500	$ (8,270,763)	

As discussed in Note H, the Plan invests in a fully benefit-responsive investment contract. For financial reporting purposes, the net assets of the Plan include the investment contract recorded at contract value, while the Form 5500 is presented at fair value.

NOTE H - INVESTMENT CONTRACT

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NOTE H - INVESTMENT CONTRACT - Continued

In accordance with Accounting Standards Codification ASC 962, *Plan Accounting - Contribution Pension Plans* ("ASC 962"), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. ASC 962 requires the statements of net assets available for benefits to present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

Wells Fargo is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Crediting interest rates are reviewed on a quarterly basis for resetting. The minimum crediting rate under the contract is 1.50%.

	2011	2010
Average yields:		
Based on actual earnings[1]	1.56%	2.38%
Based on interest rate credited to participants[2]	2.33%	2.90%

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

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(1) Computed by dividing the actual one-day earnings of the contract credited to the Plan on the last day of the plan year by the fair value of the investment on the last day of the plan year and then annualizing the result.

(2) Computed by dividing the annualized one-day earnings credited to participants on December 31, 2011 and 2010 by the fair value of investments on December 31, 2011 and 2010, respectively.

NOTE H - INVESTMENT CONTRACT WITH INSURANCE COMPANY - Continued

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

NOTE I - FAIR VALUE MEASUREMENTS

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 or 2010.

NOTE I - FAIR VALUE MEASUREMENTS - Continued

Mutual Funds

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

Investment Contract

Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note H).

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Growth funds	$ 88,240,968	$ -	$ -	$ 88,240,968
Balanced funds	12,661,523	-	-	12,661,523
Fixed income funds	17,035,271	-	-	17,035,271
Investment contract	-	-	62,647,759	62,647,759
Total assets at fair value	$117,937,762	$ -	$62,647,759	$180,585,521

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Growth funds	$ 84,875,001	$ -	$ -	$ 84,875,001
Balanced funds	26,141,478	-	-	26,141,478
Fixed income funds	18,020,278	-	-	18,020,278
Investment contract	-	-	60,191,340	60,191,340
Total assets at fair value	$129,036,757	$ -	$60,191,340	$189,228,097

NOTE I - FAIR VALUE MEASUREMENTS - Continued

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets (investment contract) for the year ended December 31:

	2011
Balance, beginning of year	$ 60,191,340
Realized gains	294,185
Unrealized gains/(losses) relating to instruments still held at the reporting date	927,577
Purchases	
Sales	(10,834,722)
Issuances	18,634,422
Settlements	(6,565,043)
	1,234,657
Balance, end of year	$ 62,647,759

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefit.

NOTE J - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 30, 2011, the date the financial statements were available to be issued, and determined there were no events that occurred that would have significantly affected the financial statements.

SUPPLEMENTAL SCHEDULE

NCH Corporation Retirement Savings Plan

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2011

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	NCH Stable Value Fund	Stable Value Fund (at fair value)	$ 62,647,759
	Vanguard	Institutional Index	22,252,365
	Vanguard	Mid-Cap Index	15,659,042
	Harbor International	Fund Institutional Class	14,349,636
	American Funds	American Balanced	13,094,307
	PIMCO	Total Return Institutional Class	12,219,547
	Dodge & Cox	Large Value Fund	11,962,802
	Vanguard	Inflation Protected Securities	5,109,107
	T Rowe	2020 Portfolio	4,028,471
	Baron	Growth Fund	3,842,743
	Royce	Total Return	3,703,317
	T Rowe	2030 Portfolio	3,501,256
	T Rowe	2040 Portfolio	2,697,581
	T Rowe	Income Fund	2,099,791
	American Funds	Growth Fund	1,129,979
	Goldman Sachs	High Yield A	1,112,406
	E.I.I. Global	Property Institutional	834,106
	T Rowe	2050 Portfolio	201,138
	T Rowe	2010 Portfolio	133,286
	Goldman Sachs Core	Large Value Fund	6,882
	Total investments, at fair value		$180,585,521
*	Participants	Notes receivable from Participants with interest rates of 4.25% to 9.25% and maturity dates from January 2012 to January 2017	$ 5,431,468

*Represents party-in-interest.

NOTE: Information on cost (column (d)) of the investment is excluded, as all investments are participant directed.