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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2011</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                  |                                                                                                                                                                                                   |
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| <b>Part II</b>                                                                                                                                                                                                   | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                    |
| <b>1a</b> Name of plan<br><u>ALCOA SUBSIDIARIES MERGED INACTIVE PLAN</u>                                                                                                                                         | <b>1b</b> Three-digit plan number (PN) ► <u>037</u><br><b>1c</b> Effective date of plan<br><u>11/20/1940</u>                                                                                      |
| <b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)<br><br><u>ALCOA INC.</u><br><br><u>201 ISABELLA STREET</u><br><u>PITTSBURGH, PA 15212-5858</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>25-0317820</u><br><b>2c</b> Sponsor's telephone number<br><u>412-553-4545</u><br><b>2d</b> Business code (see instructions)<br><u>332900</u> |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/12/2012</u> | <u>JOHN KENNA</u>                                            |
|                  | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |

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

Form 5500 (2011)  
v.012611

|                                                                                                                                                               |                                                                                                               |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>ALCOA INC.<br><br>201 ISABELLA STREET<br>PITTSBURGH, PA 15212-5858 | <b>3b</b> Administrator's EIN<br>25-0317820<br><br><b>3c</b> Administrator's telephone number<br>412-553-4545 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

|                                                                         |          |       |
|-------------------------------------------------------------------------|----------|-------|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 10257 |
|-------------------------------------------------------------------------|----------|-------|

|                                                                                                                                                        |           |      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |      |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 0    |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 2506 |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 6254 |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 8760 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 322  |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 9082 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 0    |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 0    |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G 1I 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

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

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>ALCOA SUBSIDIARIES MERGED INACTIVE PLAN</u>                                                                   | <b>B</b> Three-digit plan number (PN) ▶ <u>037</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>ALCOA INC.</u>                                             | <b>D</b> Employer Identification Number (EIN)<br><u>25-0317820</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|               |                                                                                                                                                                                                                  |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Basic Information</b>                                                                                                                                                                                         |
| <b>1</b>      | Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>                                                                                                                                         |
| <b>2</b>      | Assets:                                                                                                                                                                                                          |
| <b>a</b>      | Market value ..... <b>2a</b> <u>301675340</u>                                                                                                                                                                    |
| <b>b</b>      | Actuarial value ..... <b>2b</b> <u>284722753</u>                                                                                                                                                                 |
| <b>3</b>      | Funding target/participant count breakdown:                                                                                                                                                                      |
|               | (1) Number of participants (2) Funding Target                                                                                                                                                                    |
| <b>a</b>      | For retired participants and beneficiaries receiving payment ..... <b>3a</b> <u>2603</u> <u>156366813</u>                                                                                                        |
| <b>b</b>      | For terminated vested participants ..... <b>3b</b> <u>6898</u> <u>183341575</u>                                                                                                                                  |
| <b>c</b>      | For active participants:                                                                                                                                                                                         |
| (1)           | Non-vested benefits ..... <b>3c(1)</b> <u>40662</u>                                                                                                                                                              |
| (2)           | Vested benefits ..... <b>3c(2)</b> <u>323325</u>                                                                                                                                                                 |
| (3)           | Total active ..... <b>3c(3)</b> <u>54</u> <u>363987</u>                                                                                                                                                          |
| <b>d</b>      | Total ..... <b>3d</b> <u>9555</u> <u>340072375</u>                                                                                                                                                               |
| <b>4</b>      | If the plan is in at-risk status, check the box and complete lines (a) and (b) ..... <input type="checkbox"/>                                                                                                    |
| <b>a</b>      | Funding target disregarding prescribed at-risk assumptions ..... <b>4a</b>                                                                                                                                       |
| <b>b</b>      | Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... <b>4b</b> |
| <b>5</b>      | Effective interest rate ..... <b>5</b> <u>6.36 %</u>                                                                                                                                                             |
| <b>6</b>      | Target normal cost ..... <b>6</b> <u>1120000</u>                                                                                                                                                                 |

**Statement by Enrolled Actuary**

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

|                                                                         |                                        |
|-------------------------------------------------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                        | <u>09/26/2012</u>                      |
| Signature of actuary                                                    | Date                                   |
| <u>MARY P. MITCHELL</u>                                                 | <u>11-05661</u>                        |
| Type or print name of actuary                                           | Most recent enrollment number          |
| <u>BUCK CONSULTANTS, LLC</u>                                            | <u>412-281-2506</u>                    |
| Firm name                                                               | Telephone number (including area code) |
| <u>11 STANWIX STREET, SUITE 700</u><br><u>PITTSBURGH, PA 15222-1312</u> |                                        |
| Address of the firm                                                     |                                        |

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

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

**Schedule SB (Form 5500) 2011**  
**v.012611**

| <b>Part II Beginning of year carryover and prefunding balances</b>                                                                |                       |                        |
|-----------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                                                   | (a) Carryover balance | (b) Prefunding balance |
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                          | 16527266              | 0                      |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                       | 5418865               | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                             | 11108401              | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>12.76</u> % .....                                             | 1417432               | 0                      |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                    |                       |                        |
| <b>a</b> Present value of excess contributions (line 38 from prior year) .....                                                    |                       | 0                      |
| <b>b</b> Interest on (a) using prior year's effective rate of <u>6.72</u> % except as otherwise provided (see instructions) ..... |                       | 0                      |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance.....                                      |                       | 0                      |
| <b>d</b> Portion of (c) to be added to prefunding balance.....                                                                    |                       | 0                      |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                 | 900000                | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....                                       | 11625833              | 0                      |

| <b>Part III Funding percentages</b>                                                                                                                                       |           |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage.....                                                                                                                       | <b>14</b> | 80.30 % |
| <b>15</b> Adjusted funding target attainment percentage.....                                                                                                              | <b>15</b> | 80.30 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | <b>16</b> | 93.45 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | <b>17</b> | %       |

| <b>Part IV Contributions and liquidity shortfalls</b>                                    |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 03/30/2012                                                                               | 1500000                           |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 | <b>Totals ►</b>          | <b>18(b)</b>                      | 1500000                         |
|                                                                                          |                                   |                                 |                          | <b>18(c)</b>                      | 0                               |

|                                                                                                                                                                                        |            |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------|
| <b>19</b> Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:                                                   |            |         |
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years. ....                                                                                   | <b>19a</b> | 0       |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                                                                     | <b>19b</b> | 0       |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....                                                                | <b>19c</b> | 1389260 |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                                                                            |            |         |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                         |            |         |
| <b>b</b> If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |            |         |
| <b>c</b> If 20a is "Yes," see instructions and complete the following table as applicable:                                                                                             |            |         |
| Liquidity shortfall as of end of quarter of this plan year                                                                                                                             |            |         |
| (1) 1st                                                                                                                                                                                | (2) 2nd    | (3) 3rd |
| 0                                                                                                                                                                                      | 0          | 0       |
|                                                                                                                                                                                        |            | (4) 4th |
|                                                                                                                                                                                        |            | 0       |

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

|                                                                                                                                                                                              |                       |                       |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>3.78% | 2nd segment:<br>6.31% | 3rd segment:<br>6.57 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                       |                       |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       |                        | <b>22</b> 64                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                        |                                                     |

**Part VI Miscellaneous items**

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

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                           | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           | <b>31a</b>          | 1120000            |               |
| <b>b</b> Excess assets, if applicable, but not greater than 31a .....                                                                                                                | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 66975455            | 11525801           |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |               |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            | <b>34</b>           | 12645801           |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 11625833            | 0                  | 11625833      |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 1019968            |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 1389260            |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 369292             |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 0                  |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years.....                                                                                                                   | <b>40</b>           | 0                  |               |

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

|                                                                                                                 |                                                                                                                         |  |  |
|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--|--|
| <b>41</b> If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule: |                                                                                                                         |  |  |
| <b>a</b> Schedule elected .....                                                                                 | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....                                | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |  |
| <b>42</b> Amount of acceleration adjustment .....                                                               | <b>42</b>                                                                                                               |  |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years .....                  | <b>43</b>                                                                                                               |  |  |

|                                                                                                                                                                                                               |                                                                                                                                                                                                                |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>2011</b>                                    |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>This Form is Open to Public Inspection.</b> |

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

|                                                                                    |                                                                    |
|------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>ALCOA SUBSIDIARIES MERGED INACTIVE PLAN</u>            | <b>B</b> Three-digit plan number (PN) ▶ <u>037</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>ALCOA INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>25-0317820</u> |

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**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<br>(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<br>(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<br>(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)

|                                                                               |                                  |
|-------------------------------------------------------------------------------|----------------------------------|
| <b>a</b> Name: CHRISTINE CHIOCCA                                              | <b>b</b> EIN: 13-3954297         |
| <b>c</b> Position: ACTUARY                                                    |                                  |
| <b>d</b> Address: 11 STANWIX STREET<br>SUITE 700<br>PITTSBURGH, PA 15222-1312 | <b>e</b> Telephone: 412-281-2506 |
|                                                                               |                                  |

Explanation: RESPONSIBILITY FOR PLANS' ACTUARIAL SERVICES WITHIN BUCK CONSULTANTS WAS REASSIGNED.

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                                                                                                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

|                                                                                           |                                                                        |            |
|-------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>ALCOA SUBSIDIARIES MERGED INACTIVE PLAN</u>                   | <b>B</b> Three-digit plan number (PN) <b>►</b>                         | <u>037</u> |
|                                                                                           |                                                                        |            |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>ALCOA INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><br><u>25-0317820</u> |            |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: ALCOA INC RETIREMENT PLAN MASTER TR

**b** Name of sponsor of entity listed in (a): ALCOA INC.

|                                       |                               |                                                                                                                      |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>25-0317820-038</u> | <b>d</b> Entity code <u>M</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>306631657</u> |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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

|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br>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).<br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>2011</b>                                   |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                    |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2011 or fiscal plan year beginning <b>01/01/2011</b> and ending <b>12/31/2011</b> |                                                                    |            |
| <b>A</b> Name of plan<br><b>ALCOA SUBSIDIARIES MERGED INACTIVE PLAN</b>                                  | <b>B</b> Three-digit plan number (PN) ►                            | <b>037</b> |
|                                                                                                          |                                                                    |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>ALCOA INC.</b>                       | <b>D</b> Employer Identification Number (EIN)<br><b>25-0317820</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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  |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|------------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                  |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                  |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    |                       | <b>1500000</b>   |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                  |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                  |
| <b>c</b> General investments:                                                                     |                 |                       |                  |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                  |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                  |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                  |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                  |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                  |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                  |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                  |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                  |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                  |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                  |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                  |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    |                       |                  |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                  |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                  |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | <b>301771616</b>      | <b>306631657</b> |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                  |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                  |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                  |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                  |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 301771616             | 308131657       |

**Liabilities**

|                                                                           |           |       |        |
|---------------------------------------------------------------------------|-----------|-------|--------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |       |        |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 96276 | 104852 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |       |        |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |       |        |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 96276 | 104852 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 301675340 | 308026805 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 1500000    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 1500000   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 0         |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 0         |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| (C) Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                         | <b>2b(4)(C)</b> |            | 0         |

|                                                                                                   |          | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|----------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | 2b(5)(A) |            |           |
| (B) Other .....                                                                                   | 2b(5)(B) |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines 2b(5)(A) and (B).....                   | 2b(5)(C) |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | 2b(6)    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | 2b(7)    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | 2b(8)    |            | 22614156  |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | 2b(9)    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | 2b(10)   |            |           |
| <b>c</b> Other income.....                                                                        | 2c       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | 2d       |            | 24114156  |

**Expenses**

|                                                                                            |       |          |          |
|--------------------------------------------------------------------------------------------|-------|----------|----------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | 2e(1) | 16628106 |          |
| (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) |          | 16628106 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | 2f    |          |          |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | 2g    |          |          |
| <b>h</b> Interest expense.....                                                             | 2h    |          |          |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | 2i(1) | 1134585  |          |
| (2) Contract administrator fees .....                                                      | 2i(2) |          |          |
| (3) Investment advisory and management fees .....                                          | 2i(3) |          |          |
| (4) Other .....                                                                            | 2i(4) |          |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                        | 2i(5) |          | 1134585  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |          | 17762691 |

**Net Income and Reconciliation**

|                                                                |       |  |         |
|----------------------------------------------------------------|-------|--|---------|
| <b>k</b> Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 6351465 |
| <b>l</b> Transfers of assets:                                  |       |  |         |
| (1) To this plan.....                                          | 2l(1) |  |         |
| (2) From this plan .....                                       | 2l(2) |  |         |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS

(2) EIN: 13-4008324

**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   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |          |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |          |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 25000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |          |
| <b>n</b> 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. ....                                                                                                                        |     |    |          |
| <b>4n</b>                                                                                                                                                                                                                                                                                                       |     |    |          |

- 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) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |
|              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                    |                                                                    |
|------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>ALCOA SUBSIDIARIES MERGED INACTIVE PLAN</u>            | <b>B</b> Three-digit plan number (PN) ▶<br><u>037</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>ALCOA INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>25-0317820</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                |          |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                          | <b>1</b> | <u>0</u>  |
| <b>2</b> 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):<br>EIN(s): <u>25-1919275</u> |          |           |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                               |          |           |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                | <b>3</b> | <u>97</u> |

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

|                                                                                                                                                                                                                                                                                                                                                             |                              |                                        |                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A            |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                                        |                                         |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                                        |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                              | <b>6a</b>                    |                                        |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                    |                                        |                                         |
| <b>c</b> 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).....                                                                                                                                                                                                             | <b>6c</b>                    |                                        |                                         |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                                        |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A            |
| <b>8</b> 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?.....                                                                                  | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input checked="" type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 34% Investment-Grade Debt: 50% High-Yield Debt: 1% Real Estate: 4% Other: 11%

- 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): OPTION ADJUSTED DURATION

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**

**Financial Statements and Supplemental Schedules  
December 31, 2011 and 2010**

# Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies

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\* Other supplemental schedules are not required as the Plans' assets are held within a Master Trust.



## Report of Independent Auditors

To the Participants and Administrator of  
the Plans included in the Alcoa Inc. Retirement Plans' Master Trust

We were engaged to audit the individual financial statements and supplemental schedules of the Employees' Retirement Plan of Alcoa Inc. Plan I (Alcoa Salary Plan), Employees' Retirement Plan of Alcoa Inc. Plan II (Alcoa Hourly Plan), Alcoa Subsidiaries Merged Inactive Pension Plan, Employees' Retirement Plan of Suriname Aluminum Company LLC – Plan I (Suriname Plan I), Employees' Retirement Plan of Suriname Aluminum Company LLC – Plan II (Suriname Plan II), Huck International Inc., Retirement Plan (Huck Plan), Howmet Corporation Muskegon County Operations Hourly Employees' Pension Plan (Muskegon Plan), and the Howmet Corporation Pension Plan (Howmet Plan) (collectively the "Plans"), which participate in the Alcoa Inc. Retirement Plans' Master Trust at December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying index. These individual financial statements and supplemental schedules are the responsibility of the Plans' 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 9, which was certified by The Bank of New York Mellon, the trustee of the Plans, except for comparing such information with the related information included in the individual financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plans' 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 years then ended, 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, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules, other than that derived from the information certified by the trustee have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*PricewaterhouseCoopers LLP*

Pittsburgh, PA  
October 10, 2012

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Statements of Individual Plan Net Assets Available for Benefits**  
**December 31, 2011**

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|                                                                              | Alcoa<br>Salary<br>Plan | Alcoa<br>Hourly<br>Plan | Alcoa<br>Subsidiaries<br>Merged<br>Inactive Plan | Suriname<br>Plan I    | Suriname<br>Plan II  | Huck<br>Plan         | Muskegon<br>Plan     | Howmet<br>Plan        |
|------------------------------------------------------------------------------|-------------------------|-------------------------|--------------------------------------------------|-----------------------|----------------------|----------------------|----------------------|-----------------------|
| <b>Assets</b>                                                                |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Plans' interest in Alcoa Inc. Retirement Plans' Master Trust (Notes 2 and 3) | \$ 3,643,088,090        | \$ 3,589,669,888        | \$ 306,631,657                                   | \$ 142,933,375        | \$ 99,006,903        | \$ 18,447,310        | \$ 93,766,391        | \$ 105,264,308        |
| Net assets held in 401(h) account (Notes 2 and 3)                            | 4,094,583               | -                       | -                                                | -                     | -                    | -                    | -                    | -                     |
| Employer contributions receivable                                            | 110,917,424             | 99,423,288              | 1,500,000                                        | -                     | -                    | -                    | 5,239,705            | 3,142,156             |
| Total assets                                                                 | <u>3,758,100,097</u>    | <u>3,689,093,176</u>    | <u>308,131,657</u>                               | <u>142,933,375</u>    | <u>99,006,903</u>    | <u>18,447,310</u>    | <u>99,006,096</u>    | <u>108,406,464</u>    |
| <b>Liabilities</b>                                                           |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Administrative expenses payable                                              | 525,235                 | 713,599                 | 104,852                                          | 31,927                | 34,902               | 22,029               | 39,051               | 59,383                |
| Amounts related to obligation of 401(h) account                              | 4,094,583               | -                       | -                                                | -                     | -                    | -                    | -                    | -                     |
| Total liabilities                                                            | <u>4,619,818</u>        | <u>713,599</u>          | <u>104,852</u>                                   | <u>31,927</u>         | <u>34,902</u>        | <u>22,029</u>        | <u>39,051</u>        | <u>59,383</u>         |
| Net assets available for benefits                                            | <u>\$ 3,753,480,279</u> | <u>\$ 3,688,379,577</u> | <u>\$ 308,026,805</u>                            | <u>\$ 142,901,448</u> | <u>\$ 98,972,001</u> | <u>\$ 18,425,281</u> | <u>\$ 98,967,045</u> | <u>\$ 108,347,081</u> |

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

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Statements of Individual Plan Net Assets Available for Benefits**  
**December 31, 2010**

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|                                                                              | Alcoa<br>Salary<br>Plan | Alcoa<br>Hourly<br>Plan | Alcoa<br>Subsidiaries<br>Merged<br>Inactive Plan | Suriname<br>Plan I    | Suriname<br>Plan II  | Huck<br>Plan         | Muskegon<br>Plan     | Howmet<br>Plan        |
|------------------------------------------------------------------------------|-------------------------|-------------------------|--------------------------------------------------|-----------------------|----------------------|----------------------|----------------------|-----------------------|
| <b>Assets</b>                                                                |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Plans' interest in Alcoa Inc. Retirement Plans' Master Trust (Notes 2 and 3) | \$ 3,281,913,301        | \$ 3,293,617,319        | \$ 301,771,616                                   | \$ 141,333,568        | \$ 98,950,065        | \$ 18,208,610        | \$ 80,656,626        | \$ 101,413,191        |
| Net assets held in 401(h) account (Notes 2 and 3)                            | 57,929,073              | -                       | -                                                | -                     | -                    | -                    | -                    | -                     |
| Employer contributions receivable                                            | 295,114,114             | 232,264,372             | -                                                | -                     | -                    | -                    | 10,000,000           | 2,155,490             |
| Total assets                                                                 | <u>3,634,956,488</u>    | <u>3,525,881,691</u>    | <u>301,771,616</u>                               | <u>141,333,568</u>    | <u>98,950,065</u>    | <u>18,208,610</u>    | <u>90,656,626</u>    | <u>103,568,681</u>    |
| <b>Liabilities</b>                                                           |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Administrative expenses payable                                              | 397,111                 | 529,639                 | 96,276                                           | 45,537                | 44,149               | 22,241               | 51,062               | 75,777                |
| Amounts related to obligation of 401(h) account                              | 57,929,073              | -                       | -                                                | -                     | -                    | -                    | -                    | -                     |
| Total liabilities                                                            | <u>58,326,184</u>       | <u>529,639</u>          | <u>96,276</u>                                    | <u>45,537</u>         | <u>44,149</u>        | <u>22,241</u>        | <u>51,062</u>        | <u>75,777</u>         |
| Net assets available for benefits                                            | <u>\$ 3,576,630,304</u> | <u>\$ 3,525,352,052</u> | <u>\$ 301,675,340</u>                            | <u>\$ 141,288,031</u> | <u>\$ 98,905,916</u> | <u>\$ 18,186,369</u> | <u>\$ 90,605,564</u> | <u>\$ 103,492,904</u> |

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

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Statements of Changes in Individual Plan Net Assets Available for Benefits**  
**Year Ended December 31, 2011**

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|                                                 | Alcoa<br>Salary<br>Plan | Alcoa<br>Hourly<br>Plan | Alcoa<br>Subsidiaries<br>Merged<br>Inactive Plan | Suriname<br>Plan I    | Suriname<br>Plan II  | Huck<br>Plan         | Muskegon<br>Plan     | Howmet<br>Plan        |
|-------------------------------------------------|-------------------------|-------------------------|--------------------------------------------------|-----------------------|----------------------|----------------------|----------------------|-----------------------|
| <b>Additions</b>                                |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Employer contributions                          | \$ 225,869,696          | \$ 225,865,152          | \$ 1,500,000                                     | \$ -                  | \$ -                 | \$ -                 | \$ 8,658,820         | \$ 6,968,088          |
| Plans' interest in Alcoa Inc. Retirement Plans' |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Master Trust investment income                  | 272,305,432             | 267,718,004             | 22,614,156                                       | 10,525,232            | 7,329,778            | 1,381,106            | 6,905,253            | 7,651,671             |
| <b>Deductions</b>                               |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Benefit payments                                | 312,353,478             | 320,186,176             | 16,628,106                                       | 8,745,368             | 7,107,546            | 1,005,411            | 6,839,240            | 9,172,835             |
| Administrative expenses                         | 8,971,675               | 10,369,455              | 1,134,585                                        | 166,447               | 156,147              | 136,783              | 363,352              | 592,747               |
| Net increase                                    | 176,849,975             | 163,027,525             | 6,351,465                                        | 1,613,417             | 66,085               | 238,912              | 8,361,481            | 4,854,177             |
| <b>Net assets available for benefits</b>        |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Beginning of the year                           | 3,576,630,304           | 3,525,352,052           | 301,675,340                                      | 141,288,031           | 98,905,916           | 18,186,369           | 90,605,564           | 103,492,904           |
| End of year                                     | <u>\$ 3,753,480,279</u> | <u>\$ 3,688,379,577</u> | <u>\$ 308,026,805</u>                            | <u>\$ 142,901,448</u> | <u>\$ 98,972,001</u> | <u>\$ 18,425,281</u> | <u>\$ 98,967,045</u> | <u>\$ 108,347,081</u> |

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

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Statements of Changes in Individual Plan Net Assets Available for Benefits**  
**Year Ended December 31, 2010**

---

|                                                                                   | Alcoa<br>Salary<br>Plan | Alcoa<br>Hourly<br>Plan | Alcoa<br>Subsidiaries<br>Merged<br>Inactive Plan | Suriname<br>Plan I    | Suriname<br>Plan II  | Huck<br>Plan         | Muskegon<br>Plan     | Howmet<br>Plan        |
|-----------------------------------------------------------------------------------|-------------------------|-------------------------|--------------------------------------------------|-----------------------|----------------------|----------------------|----------------------|-----------------------|
| <b>Additions</b>                                                                  |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Employer contributions                                                            | \$ 295,114,114          | \$ 232,264,372          | \$ -                                             | \$ -                  | \$ -                 | \$ -                 | \$ 10,000,000        | \$ 2,155,490          |
| Plans' interest in Alcoa Inc. Retirement Plans'<br>Master Trust investment income | 386,333,627             | 388,146,283             | 34,994,309                                       | 16,351,594            | 11,493,082           | 2,105,366            | 9,388,780            | 11,887,121            |
| <b>Deductions</b>                                                                 |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Benefit payments                                                                  | 313,697,650             | 323,188,528             | 17,046,348                                       | 8,827,901             | 7,219,828            | 955,063              | 5,223,354            | 9,717,145             |
| Administrative expenses                                                           | 10,613,510              | 11,980,032              | 1,171,220                                        | 207,829               | 180,995              | 133,162              | 428,081              | 619,038               |
| Net increase                                                                      | 357,136,581             | 285,242,095             | 16,776,741                                       | 7,315,864             | 4,092,259            | 1,017,141            | 13,737,345           | 3,706,428             |
| <b>Net assets available for benefits</b>                                          |                         |                         |                                                  |                       |                      |                      |                      |                       |
| Beginning of the year                                                             | 3,219,493,723           | 3,240,109,957           | 284,898,599                                      | 133,972,167           | 94,813,657           | 17,169,228           | 76,868,219           | 99,786,476            |
| End of year                                                                       | <u>\$ 3,576,630,304</u> | <u>\$ 3,525,352,052</u> | <u>\$ 301,675,340</u>                            | <u>\$ 141,288,031</u> | <u>\$ 98,905,916</u> | <u>\$ 18,186,369</u> | <u>\$ 90,605,564</u> | <u>\$ 103,492,904</u> |

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

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**

## **Notes to Financial Statements**

### **December 31, 2011 and 2010**

---

#### **1. Description of Plans**

The following description of each Plan's provisions provides only general information. Participants should refer to each Plan document for a more complete description of each Plan's provisions.

##### **General**

The Alcoa Inc. and Subsidiary Companies ("Alcoa" or the "Company") Employees' Retirement Plan of Alcoa Inc. Plan I (Alcoa Salary Plan), Employees' Retirement Plan of Alcoa Inc. Plan II (Alcoa Hourly Plan), Alcoa Subsidiaries Merged Inactive Pension Plan (Alcoa Subsidiaries Merged Inactive Plan), Employees' Retirement Plan of Suriname Aluminum Company LLC – Plan I (Suriname Plan I), Employees' Retirement Plan of Suriname Aluminum Company LLC – Plan II (Suriname Plan II), Huck International, Inc. Retirement Plan (Huck Plan), Howmet Corporation Muskegon County Operations Hourly Employees' Pension Plan (Muskegon Plan) and the Howmet Corporation Pension Plan (Howmet Plan) (collectively the "Plans") are noncontributory defined benefit plans that cover United States employees and certain employees in foreign countries and participate in the Alcoa Inc. Retirement Plans' Master Trust ("Alcoa Master Trust" or "Master Trust") at December 31, 2011 and 2010.

The investments of the Plans are maintained under one trust pursuant to a "Master Trust Agreement" with the trustee, The Bank of New York Mellon ("trustee").

All fiduciary responsibility for the Plans is maintained by the Alcoa Benefits Management Committee. The Plans are subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plans provide, in general, for monthly pensions upon retirement at or after age 65, or earlier upon disability, incapacity, special circumstances or with certain minimum age and service requirements. Pension benefits generally depend upon length of service, job grade or remuneration, and certain social security and other benefits.

##### **Eligibility and Vesting**

Employees hired before March 1, 2006 are eligible to participate in the Alcoa Salary Plan and the Alcoa Hourly Plan after they have attained age 21 with one year of service. Effective March 1, 2006, certain new hires are not eligible to participate in the Alcoa Salary Plan and the Alcoa Hourly Plan.

Employees are eligible to participate in Suriname Plan I and Suriname Plan II after they have attained age 21 with one year of service.

There are no longer any active participants accruing benefits in the Alcoa Subsidiaries Merged Inactive Plan, or the Huck Plan. Benefits are being provided to retired participants and will be provided to deferred vested participants in accordance with Plan provisions applicable at the time of their termination.

Employees are eligible to participate immediately in the Muskegon Plan.

Employees hired before March 1, 2006 are eligible to participate immediately in the Howmet Plan. Effective March 1, 2006, certain new hires are not eligible to participate in the Howmet Plan.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**

## **Notes to Financial Statements**

### **December 31, 2011 and 2010**

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All eligible participants in the Plans fully vest after a five-year period except the eligible participants in the Muskegon Plan which fully vest after five years of continuous service, the eligible salaried participants in the Howmet Plan which fully vest after three years of service, and the eligible hourly participants of certain locations in the Howmet Plan which fully vest after seven years.

#### **Benefit Provisions**

The benefit provisions for the Alcoa Salary Plan, the Suriname Plan I, and the Howmet Plan determine the retirement benefit on a compensation-based formula.

The Alcoa Hourly Plan, the Suriname Plan II, and the Muskegon Plan determine the retirement benefits on a factor times years of service.

Benefit provisions for certain participants of the Alcoa Subsidiaries Merged Inactive Plan determine the retirement benefit on a compensation-based formula while the remaining are based on hypothetical account balances.

The benefit provisions for the Huck plan determine benefits for service through December 31, 2001 based on a percentage of monthly earnings. This percentage was based on age at month end.

Normal retirement for the Alcoa Salary Plan, the Alcoa Hourly Plan, the Alcoa Subsidiaries Merged Inactive Plan and the Huck Plan is age 65 with five years of service.

Normal retirement for the Suriname Plan I is age 60 with 18 months of service or age 55 with 30 years of service.

Normal retirement for the Suriname Plan II is the earlier of the date of (i) age 60, or (ii) the later of the date of age 65 or 18 months of service.

Normal retirement for the Muskegon Plan and the Howmet Plan is age 62 with five years of service.

#### **Risks and Uncertainties**

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

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

#### **Termination of Plans**

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

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**

## **Notes to Financial Statements**

### **December 31, 2011 and 2010**

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A full description of each Plan's termination priorities is available in each Plan document.

## **2. Summary of Accounting Policies**

### **Basis of Accounting**

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

### **Use of Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. 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 paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Plans' interest in Alcoa Inc. Retirement Plans' Master Trust Investment income includes the Plans' unrealized and realized gains and losses on investments along with dividends, interest income and investment management/trustee fees.

The fair value of the Plans' interest in the Master Trust is based on the beginning-of-year value of the Plans' interest in the Master Trust plus actual contributions and allocated investment income less actual distributions, allocated investment loss and administrative expenses.

The individual Plans participate in the operations of the Master Trust through the purchase and sale of units. Cash inflows and outflows between the Plans and the Master Trust are accounted for at the beginning-of-the-month unit value. Units are revalued monthly to reflect changes in the investment values. Net investment income and losses are allocated to the Plans that participate in the Master Trust based on each Plan's units held.

### **Benefit Payments**

Benefit payments to participants are recorded upon distribution.

### **Administrative Expenses**

Trustee, audit, legal, actuarial, recordkeeping, and other administrative expenses are paid by the Plans.

### **Investment Management Fees**

Investment management fees are paid by the Plans and are included in Plans' interest in Alcoa Inc. Retirement Plans' Master Trust Investment income.

### **Employer Contributions Receivable**

Employer contributions receivable represent the remaining funding amounts Alcoa is required to contribute to meet the minimum contribution levels established by law or as a result of a formal commitment by Alcoa to make a contribution into the respective Plans.

# Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies

## Notes to Financial Statements

### December 31, 2011 and 2010

---

#### **Funding Policy**

The Plans are defined benefit pension plans. No employee contributions to the Plans are required or permitted. Alcoa contributes such amounts as are necessary on an actuarial basis to provide the individual Plans with assets sufficient to meet the benefits to be paid to current and future retirees or their beneficiaries. The minimum contributions required, if any, for the Plans are designed to fund the Target Normal cost and an amortization installment towards any funding shortfalls. A funding shortfall occurs when there is an excess of Funding Target liability over the Actuarial Value of Plan Assets. The amortization installment is designed to fully fund the funding shortfall in a given year over a 7 year period. Alcoa may also voluntarily contribute amounts in excess of those minimum required amounts to meet certain funding thresholds or company objectives.

The actuarial determined pension contribution is calculated using the Unit Credit Cost Method. The Funding Target liability is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected expenses to be paid from plan assets during the year.

The Plans have met the minimum funding requirements under the provisions of ERISA in 2011 and 2010.

#### **Investment Policy and Strategy**

The Alcoa Master Trust's investment policy and weighted average asset allocations at December 31, 2011 and 2010, by asset category, are as follows:

| <b>Asset Category</b> | <b>Policy Range</b> |
|-----------------------|---------------------|
| Equity securities     | 20-55%              |
| Debt securities       | 30-65%              |
| Other                 | 5-25%               |

The principal objectives underlying the investments of the Alcoa Master Trust's assets are to ensure that Alcoa can properly fund benefit obligations as they become due under a broad range of potential economic and financial scenarios, maximize the long-term investment return with an acceptable level of risk based on such obligations, and to broadly diversify investments across and within the capital markets to protect asset value against adverse market movements in any one market. Specific objectives for long-term investment strategy include reducing the volatility of pension assets relative to pension liabilities and achieving risk factor diversification across the balance of the asset portfolio. Investments are diversified by strategy, asset class, geography, and sector to enhance returns and mitigate downside risk. A large number of external investment managers are used to gain broad exposure to the financial markets and to mitigate manager concentration risk.

Investment practices must comply with the requirements of ERISA and any other applicable laws and regulations. The use of derivative instruments is permitted where appropriate and necessary for achieving overall investment policy objectives. Derivatives are used primarily to manage interest rate risk with the portfolio. Currently, the use of derivative instruments is not significant when compared to the overall investment portfolio.

# Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies

## Notes to Financial Statements

### December 31, 2011 and 2010

#### Recently Issued Accounting Guidance

In May 2011, the FASB issued ASU 2011-04 *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-4 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. Plan management does not believe the adoption of this update will have a material impact on the Plans' financial statements.

#### Reclassifications

Certain reclassifications have been made to prior period financial statements to conform to the current year presentation. This includes revisions to the fair value disclosures as further described in Note 5. These items had no impact on previously reported net assets available for benefits or to the statement of changes in net assets available for benefits.

### 3. Plans' Interest in Alcoa Inc. Retirement Plans' Master Trust

The Plans' investments are held in the Alcoa Master Trust. At December 31, Master Trust net assets were comprised of the following:

|                                                                                                                                                  | 2011             | 2010             |
|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| <b>Assets</b>                                                                                                                                    |                  |                  |
| Investments                                                                                                                                      |                  |                  |
| Cash and cash equivalents (includes \$82,056,404 and \$300,779,715 of securities lending collateral at December 31, 2011 and 2010, respectively) | \$ 196,365,143   | \$ 589,363,109   |
| Fixed income securities                                                                                                                          | 4,026,627,068    | 3,521,510,808    |
| Equity securities - common stocks                                                                                                                | 236,906,849      | 1,077,199,391    |
| Equity securities - registered investment companies                                                                                              | 479,949,641      | -                |
| Equity securities - commingled trust funds                                                                                                       |                  |                  |
| Mellon Capital S&P 500 Fund *                                                                                                                    | -                | 394,275,422      |
| Other commingled trust funds                                                                                                                     | 613,409,066      | 674,012,995      |
| Futures contracts                                                                                                                                | 1,012,278        | 574,876          |
| Gold trust-exchange traded fund                                                                                                                  | 186,821,315      | 170,490,361      |
| Alternative investments                                                                                                                          | 2,365,931,670    | 1,241,669,949    |
| Total investments                                                                                                                                | 8,107,023,030    | 7,669,096,911    |
| Receivable for sales pending settlement and interest earned (net of payable for investments purchased)                                           | -                | 7,974,398        |
| Total assets                                                                                                                                     | 8,107,023,030    | 7,677,071,309    |
| <b>Liabilities</b>                                                                                                                               |                  |                  |
| Payable for return of securities lending collateral                                                                                              | (82,056,404)     | (300,779,715)    |
| Payable for investments purchased pending settlement (net of a receivable for sales and interest earned)                                         | (18,369,472)     | -                |
| Other liabilities                                                                                                                                | (3,694,649)      | (498,225)        |
| Master Trust net assets                                                                                                                          | \$ 8,002,902,505 | \$ 7,375,793,369 |

\* Represents 5% or more of Master Trust net assets at either December 31, 2011 or 2010.

# Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies

## Notes to Financial Statements

### December 31, 2011 and 2010

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In the normal course of managing the Alcoa Master Trust investments, the trustee loans securities owned by the Alcoa Master Trust to brokers/dealers in exchange for a fee. The securities are then returned to the Alcoa Master Trust in accordance with the Broker Agreement. The loaned securities are included in the investment information disclosed above. At December 31, the amount of securities loaned to brokers/dealers was as follows:

|                                                  | 2011                  | 2010                  |
|--------------------------------------------------|-----------------------|-----------------------|
| <b>Investments</b>                               |                       |                       |
| U.S. government or government agency obligations | \$ 798,839,169        | \$ 195,060,196        |
| Corporate debt instruments                       | <u>11,269,548</u>     | <u>112,062,751</u>    |
|                                                  | <u>\$ 810,108,717</u> | <u>\$ 307,122,947</u> |

Of the total securities loaned to brokers/dealers, approximately \$717,000,000 and \$176,000,000 is concentrated with five brokers/dealers at December 31, 2011 and 2010, respectively.

In support of these transactions, the brokers/dealers provide collateral of cash, treasury obligations or letters of credit which exceed the value of the securities loaned. The brokers/dealers provide collateral to secure each loan in an amount equal to 102% and 105% of the market value of securities loaned of United States issuers and of non-United States issuers, respectively. The Master Trust bears the risk of loss with respect to the unfavorable change in fair value of the invested cash collateral. However, the brokers/dealers bear the risk of loss related to the decrease in fair value of the noncash collateral. At December 31, the amount of collateral provided by the brokers/dealers was as follows:

|                                                  | 2011                  | 2010                  |
|--------------------------------------------------|-----------------------|-----------------------|
| Cash                                             | \$ 82,056,404         | \$ 300,779,715        |
| U.S. government or government agency obligations | <u>745,224,316</u>    | <u>13,453,610</u>     |
|                                                  | <u>\$ 827,280,720</u> | <u>\$ 314,233,325</u> |

A portion of the income generated upon investment of cash collateral is remitted to the brokers/dealers, and the remainder is allocated between the Master Trust and the trustee in its capacity as a security lending agent. The Master Trust investment income disclosed below includes income from investment of cash collateral of \$377,469 and \$478,053 at December 31, 2011 and 2010, respectively.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies** **Notes to Financial Statements** **December 31, 2011 and 2010**

For the years ended December 31, Master Trust investment income was comprised of the following:

|                                                      | 2011                  | 2010                  |
|------------------------------------------------------|-----------------------|-----------------------|
| <b>Investment income</b>                             |                       |                       |
| Interest                                             | \$ 167,211,941        | \$ 169,584,457        |
| Dividends                                            | 28,336,032            | 26,394,250            |
| Net increase (decrease) in fair value of investments |                       |                       |
| Fixed income securities                              | 442,606,301           | 183,544,889           |
| Equity securities - common stocks                    | (147,052,996)         | 133,188,059           |
| Equity securities - commingled trust funds           | (10,595,942)          | 127,376,968           |
| Alternative investments                              | 77,914,151            | 197,721,266           |
| Registered investment companies                      | 36,805,179            | -                     |
| Gold trust - exchange traded fund                    | 16,321,388            | 38,812,814            |
| Futures contracts                                    | 1,992,330             | 7,597,887             |
| Investment management/trustee fees                   | (15,087,770)          | (14,325,560)          |
|                                                      | <u>\$ 598,450,614</u> | <u>\$ 869,895,030</u> |

The following table lists the ownership percentage of the Plans in the Alcoa Master Trust net assets as of December 31:

|                                         | 2011            | 2010            |
|-----------------------------------------|-----------------|-----------------|
| Alcoa Salary Plan                       | 45.57 %         | 45.29 %         |
| Alcoa Hourly Plan                       | 44.85           | 44.65           |
| Alcoa Subsidiaries Merged Inactive Plan | 3.83            | 4.09            |
| Suriname Plan I                         | 1.79            | 1.92            |
| Suriname Plan II                        | 1.24            | 1.34            |
| Huck Plan                               | 0.23            | 0.25            |
| Muskegon Plan                           | 1.17            | 1.09            |
| Howmet Plan                             | 1.32            | 1.37            |
|                                         | <u>100.00 %</u> | <u>100.00 %</u> |

On January 24, 2011, Alcoa Inc. made a contribution of 36,518,563 shares of its common stock, par value \$1.00 per share to the Alcoa Master Trust in consideration for a credit against Alcoa's future funding obligations to the Master Trust. The Shares were valued for purposes of the contribution at \$588 million in the aggregate. The Shares were newly issued shares and were contributed to the Master Trust in a private placement pursuant to Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act"). During 2011, the Alcoa Master Trust received \$3,056,199 of dividends from those common shares. At December 31, 2011 the Master Trust held 4,214,611 shares of Alcoa common stock.

# Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies

## Notes to Financial Statements

### December 31, 2011 and 2010

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On January 26, 2010, Alcoa Inc. made a contribution of 44,313,146 shares of its common stock, par value \$1.00 per share to the Alcoa Master Trust in consideration for a credit against Alcoa's future funding obligations to the Master Trust. The Shares were valued for purposes of the contribution at \$585 million in the aggregate. The Shares were newly issued shares and were contributed to the Master Trust in a private placement pursuant to the Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act"). During 2010, the Alcoa Master Trust received \$4,211,513 of dividends from those common shares. At December 31, 2010 the Master Trust no longer held shares of Alcoa common stock as all 44,313,146 were sold during the year.

#### 4. Fair Value Measurements

FASB ASC No. 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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

Level 2      Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- 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 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 methodologies used at December 31, 2011 and 2010:

#### Cash and Cash Equivalents

Includes investments in U.S. government securities with maturities less than one year and commingled funds. The commingled funds are valued at cost which approximates fair value. Investments in U.S. government securities are valued at fair value, as determined by the trustee through independent sources, which approximates the last reported closing price on the last business day of the year.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**

## **Notes to Financial Statements**

### **December 31, 2011 and 2010**

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#### **Fixed income Securities**

These securities consist of U.S. government debt which are included as Level 1, and publicly traded U.S. and non-U.S. fixed interest obligations (principally corporate bonds and debentures) which are valued through consultation and evaluation with brokers in the institutional market using quoted prices and other observable market data and are included as Level 2. Additionally these securities consist of commercial and residential mortgage-backed securities which are valued by investment managers based on the most recent financial information available, which typically represents significant unobservable data. As such, these investments are generally classified as Level 3.

#### **Equity Securities – Common Stocks and Futures Contracts**

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

#### **Equity Securities – Commingled Trust Funds and Gold Trust-Exchange Traded Fund**

Valued at the net asset value ("NAV") of shares held by the Plans at year end.

#### **Alternative Investments**

Estimated at fair market value which considers, but is not limited to fair values reported by the investment advisor, audited financial statements, and independently appraised values. In the event that audited financial statements for these investments are not available in time to prepare the financial statements or management believes the value reported by the investment advisor does not accurately reflect fair value due to an event in the market place, management will adjust the reported value to fair value based upon information provided by the investment manager and independent valuation experts.

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.

# Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies

## Notes to Financial Statements

### December 31, 2011 and 2010

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value.

| Assets at Fair Value as of December 31, 2011        |                         |                         |                         |                         |
|-----------------------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|                                                     | Level 1                 | Level 2                 | Level 3                 | Total                   |
| Cash and cash equivalents                           | \$ -                    | \$ 114,308,739          | \$ -                    | \$ 114,308,739          |
| Equity securities - common stocks                   |                         |                         |                         |                         |
| Alcoa Inc. Common Stock                             | 36,441,369              | -                       | -                       | 36,441,369              |
| Real estate investment trusts                       | 95,050,804              | -                       | -                       | 95,050,804              |
| Other                                               | 105,414,676             | -                       | -                       | 105,414,676             |
| Equity securities - registered investment companies | 479,949,641             | -                       | -                       | 479,949,641             |
| Equity securities - commingled trust funds          | -                       | 613,409,066             | -                       | 613,409,066             |
| Fixed income securities                             |                         |                         |                         |                         |
| U.S. government debt                                | 1,207,577,504           | -                       | -                       | 1,207,577,504           |
| Corporate debt - banking and finance                | -                       | 481,374,670             | -                       | 481,374,670             |
| Corporate debt - other                              | -                       | 2,127,053,858           | 210,621,036             | 2,337,674,894           |
| Futures contracts                                   | 1,012,278               | -                       | -                       | 1,012,278               |
| Gold Trust - exchange traded fund                   | 186,821,315             | -                       | -                       | 186,821,315             |
| Private real estate - direct                        | -                       | -                       | 287,438,543             | 287,438,543             |
| Timber - direct                                     | -                       | -                       | 38,329,190              | 38,329,190              |
| Venture capital - direct                            | -                       | -                       | 109,308,535             | 109,308,535             |
| Private equity - direct                             | -                       | -                       | 337,541,400             | 337,541,400             |
| Private debt - direct                               | -                       | -                       | 24,117,596              | 24,117,596              |
| Private equity/venture capital - fund of funds      | -                       | -                       | 89,985,486              | 89,985,486              |
| Hedge funds                                         | -                       | -                       | 1,479,210,920           | 1,479,210,920           |
| Security lending collateral                         |                         |                         |                         |                         |
| Cash and cash equivalents                           | 82,056,404              | -                       | -                       | 82,056,404              |
| Total assets at fair value                          | <u>\$ 2,194,323,991</u> | <u>\$ 3,336,146,333</u> | <u>\$ 2,576,552,706</u> | <u>\$ 8,107,023,030</u> |

| Assets at Fair Value as of December 31, 2010 <sup>(1)</sup> |                         |                         |                         |                         |
|-------------------------------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|                                                             | Level 1                 | Level 2                 | Level 3                 | Total                   |
| Cash and cash equivalents                                   | \$ -                    | \$ 288,583,394          | \$ -                    | \$ 288,583,394          |
| Equity securities - common stocks                           |                         |                         |                         |                         |
| Technology                                                  | 64,167,413              | -                       | -                       | 64,167,413              |
| Health care                                                 | 30,877,182              | -                       | -                       | 30,877,182              |
| Consumer services                                           | 27,923,193              | -                       | -                       | 27,923,193              |
| Consumer nondurables                                        | 22,883,869              | -                       | -                       | 22,883,869              |
| Financial services                                          | 32,153,333              | -                       | -                       | 32,153,333              |
| Energy                                                      | 12,526,363              | -                       | -                       | 12,526,363              |
| Capital goods                                               | 32,117,506              | -                       | -                       | 32,117,506              |
| Real estate investment trusts                               | 86,420,713              | -                       | -                       | 86,420,713              |
| Other                                                       | 768,129,818             | -                       | -                       | 768,129,818             |
| Equity securities - commingled trust funds                  | -                       | 1,068,288,418           | -                       | 1,068,288,418           |
| Fixed income securities                                     |                         |                         |                         |                         |
| U.S. government debt                                        | 807,834,891             | -                       | -                       | 807,834,891             |
| Corporate debt - banking and finance                        | -                       | 637,197,444             | -                       | 637,197,444             |
| Corporate debt - industrial                                 | -                       | 254,837,794             | -                       | 254,837,794             |
| Corporate debt - other                                      | -                       | 1,635,098,957           | 186,541,722             | 1,821,640,679           |
| Futures contracts                                           | 574,876                 | -                       | -                       | 574,876                 |
| Gold Trust - exchange traded fund                           | 170,490,361             | -                       | -                       | 170,490,361             |
| Private real estate - direct                                | -                       | -                       | 254,182,090             | 254,182,090             |
| Timber - direct                                             | -                       | -                       | 64,319,894              | 64,319,894              |
| Venture capital - direct                                    | -                       | -                       | 93,971,290              | 93,971,290              |
| Private equity - direct                                     | -                       | -                       | 364,918,108             | 364,918,108             |
| Private debt - direct                                       | -                       | -                       | 16,731,105              | 16,731,105              |
| Private equity/venture capital - fund of funds              | -                       | -                       | 91,202,622              | 91,202,622              |
| Hedge funds                                                 | -                       | -                       | 356,344,840             | 356,344,840             |
| Security lending collateral                                 |                         |                         |                         |                         |
| Cash and cash equivalents                                   | 300,779,715             | -                       | -                       | 300,779,715             |
| Total assets at fair value                                  | <u>\$ 2,356,879,233</u> | <u>\$ 3,884,006,007</u> | <u>\$ 1,428,211,671</u> | <u>\$ 7,669,096,911</u> |

# Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies

## Notes to Financial Statements

### December 31, 2011 and 2010

- (1) The 2010 fair value hierarchy table above has been revised to reflect a change in classification of certain fixed income securities to conform to the provisions of ASC 820. As a result, fixed income securities related to corporate debt amounting to \$2,127,908,290 have been re-classified from Level 1 to Level 2, and fixed income securities amounting to \$186,541,722 principally consisting of bank issues collateralized by commercial, residential mortgages or other structured loans have been re-classified from Level 2 to Level 3.

There were no transfers between levels within the fair value hierarchy during 2011 or 2010. The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the year ended December 31, 2011 and 2010.

#### Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

|                                    | Private Real Estate - Direct | Timber - Direct | Venture Capital - Direct | Level 3 Investment Rollforward<br>Private Equity - Direct | Private Debt - Direct | Private Equity/Venture | Hedge Funds      | Fixed Income <sup>(2)</sup> | Total            |
|------------------------------------|------------------------------|-----------------|--------------------------|-----------------------------------------------------------|-----------------------|------------------------|------------------|-----------------------------|------------------|
| Ending balances, December 31, 2009 | \$ 193,581,120               | \$ 60,619,382   | \$ 65,093,320            | \$ 301,396,070                                            | \$ 13,265,378         | \$ 78,146,603          | \$ -             | \$ 157,757,581              | \$ 869,859,454   |
| Realized gains (losses)            | 1,343,037                    | 425,406         | 11,088,549               | 15,738,590                                                | -                     | 3,337,364              | 722,144          | 493,390                     | 33,148,480       |
| Unrealized (losses) gains          | 47,141,912                   | 7,315,842       | 13,167,010               | 59,766,396                                                | 1,061,285             | 6,991,036              | 30,622,696       | 5,217,388                   | 170,283,565      |
| Purchases                          | 15,107,723                   | 21,814,296      | 21,814,296               | 17,405,776                                                | 5,352,780             | 8,682,238              | 325,000,000      | 40,889,189                  | 434,452,002      |
| Sales                              | (2,991,702)                  | (4,040,736)     | (17,191,885)             | (28,388,724)                                              | (2,948,338)           | (6,154,619)            | -                | (17,815,826)                | (79,531,830)     |
| Ending balances, December 31, 2010 | 254,182,090                  | 64,319,894      | 93,971,290               | 364,918,108                                               | 16,731,105            | 91,202,622             | 356,344,840      | 186,541,722                 | 1,428,211,671    |
| Realized gains (losses)            | 2,629,960                    | (1,884,225)     | 7,561,877                | 37,474,226                                                | -                     | 7,747,583              | 4,004,685        | 19,096                      | 57,553,202       |
| Unrealized (losses) gains          | 25,074,670                   | (21,232,550)    | 5,095,522                | (29,442,383)                                              | (961,949)             | (2,320,066)            | 44,166,801       | (1,861,405)                 | 18,518,640       |
| Purchases                          | 12,131,494                   | 11,784,276      | 11,784,276               | 2,476,547                                                 | 8,348,440             | 3,555,333              | 1,089,562,472    | 39,170,820                  | 1,167,029,382    |
| Sales                              | (6,579,671)                  | (2,873,929)     | (9,104,430)              | (37,885,098)                                              | -                     | (10,199,986)           | (14,867,878)     | (13,249,197)                | (94,760,189)     |
| Ending balances, December 31, 2011 | \$ 287,438,543               | \$ 38,329,190   | \$ 109,308,535           | \$ 337,541,400                                            | \$ 24,117,596         | \$ 89,985,486          | \$ 1,479,210,920 | \$ 210,621,036              | \$ 2,576,552,706 |

- (2) This column has been revised to conform to current period presentation of certain fixed income securities classified as Level 3 described above.

The Master Trust uses the NAV to determine the fair value of all of the underlying investments which (a) do not have a readily determinable fair value and (b) either have the attributes of an investment company or prepare their financial statements consistent with the measurement principals of an investment company.

The following table sets forth a summary of liquidity consideration of the investments classified as Level 2 and 3 investments.

| Category of Investment                         | Investment Strategy                            | December 31, 2011<br>Fair Value | December 31, 2010<br>Fair Value | Unfunded Commitments at December 31, 2011 | Remaining Life at December 31, 2011 | Redemption Restrictions and Terms |
|------------------------------------------------|------------------------------------------------|---------------------------------|---------------------------------|-------------------------------------------|-------------------------------------|-----------------------------------|
| Equity Securities-Commingled Trust Funds       | US Equity markets                              | \$ 613,409,066                  | \$ 1,068,288,418                | Not Applicable                            | Not Applicable                      | (A)                               |
| Private Real Estate - Direct                   | Global Private Real Estate strategy            | 287,438,543                     | 254,182,090                     | 22,478,629                                | Up to 6 years                       | (A)                               |
| Timber - Direct                                | Global Timber strategy                         | 38,329,190                      | 64,319,894                      | -                                         | Up to 5 years                       | (A)                               |
| Venture Capital - Direct                       | Global Venture Capital strategy                | 109,308,535                     | 93,971,290                      | 40,537,416                                | Up to 11 years                      | (A)                               |
| Private Equity - Direct                        | Global Private Equity strategy                 | 337,541,400                     | 364,918,108                     | 53,066,574                                | Up to 14 years                      | (A)                               |
| Private Debt - Direct                          | Distressed Debt                                | 24,117,596                      | 16,731,105                      | 26,897,627                                | Up to 14 years                      | (A)                               |
| Private Equity/Venture Capital - Fund of Funds | Global Private Equity/Venture Capital strategy | 89,985,486                      | 91,202,622                      | 50,997,591                                | Up to 11 years                      | (A)                               |
| Hedge Funds                                    | Global Macro                                   | 1,479,210,920                   | 356,344,840                     | Not Applicable                            | Not Applicable                      | (B)                               |

- (A) Redemption not permitted during the life of funds. Sale or transfer subject to approval of the general partner.
- (B) Hedge Fund redemption terms vary by fund. Full Liquidity is typically available within 90-180 days, but can be further restricted based on actions of other investors. At worst, 80% of funds are available within one year of notice.

# Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies

## Notes to Financial Statements

### December 31, 2011 and 2010

#### 5. Derivatives

##### Derivatives Policy

The Master Trust enters into contractual arrangements classified as derivatives in carrying out its investment strategy, principally to (1) manage interest rate risk within the portfolio, (2) manage exposure to a market more efficiently than could be accomplished through the use of cash markets, and (3) increase investment returns by reducing the cost of structuring the portfolio or by capturing value disparities between financial instruments. The Master Trust utilizes exchange traded instruments such as interest rate futures, options on futures, interest rate swaps and foreign currency forward contracts.

The following is a summary of the Master Trust's usage of derivatives:

##### Futures Contracts

A futures contract is a contractual agreement to make or take delivery of a standardized quantity of a specified grade or type of commodity or financial instrument at a specified future date in accordance with terms specified by a regulated future exchange.

The Master Trust may use treasury, eurodollar, and other fixed income futures contracts to manage exposure to interest rate risk and exposure in the market. Buying futures tends to increase the Master Trust's exposure to the underlying instrument held, while selling futures tends to reduce the exposure. The balance of futures at year-end is indicative of the average balance during the year.

A summary of the open futures contracts as of December 31, 2011 and 2010 is presented below:

|                                  | Long Contracts                 |                                 |                                |                                 | Short Contracts                |                                 |                                |                                 |
|----------------------------------|--------------------------------|---------------------------------|--------------------------------|---------------------------------|--------------------------------|---------------------------------|--------------------------------|---------------------------------|
|                                  | 2011<br>Number of<br>Contracts | 2011<br>Aggregate<br>Face Value | 2010<br>Number of<br>Contracts | 2010<br>Aggregate<br>Face Value | 2011<br>Number of<br>Contracts | 2011<br>Aggregate<br>Face Value | 2010<br>Number of<br>Contracts | 2010<br>Aggregate<br>Face Value |
| 90 Day Eurodollar Future         | 1,185                          | \$ 293,456,338                  | 1,709                          | \$ 424,156,725                  |                                | \$ -                            |                                | \$ -                            |
| US Treasury Bond Future          | 218                            | 31,569,125                      | 501                            | 61,184,625                      | 317                            | 45,905,563                      | 34                             | 4,152,250                       |
| US 10 Year Treasury Notes Future | 64                             | 8,392,000                       |                                |                                 | 488                            | 63,989,000                      | 1,288                          | 155,123,500                     |
| US 5 Year Treasury Notes Future  | 781                            | 96,264,352                      | 1,288                          | 151,621,750                     | 98                             | 12,079,266                      | 52                             | 6,121,375                       |
| US 2 Year Treasury Notes Future  | 197                            | 43,447,735                      | 62                             | 13,572,188                      |                                |                                 |                                |                                 |
| US Ultra Bond Future             | 299                            | 47,896,063                      | 526                            | 66,851,313                      | 202                            | 32,357,875                      | 321                            | 40,797,094                      |
| Grand total                      | 2,744                          | \$ 521,025,613                  | 4,086                          | \$ 717,386,601                  | 1,105                          | \$ 154,331,704                  | 1,695                          | \$ 206,194,219                  |

##### Options on Futures Contracts

The Master Trust may buy or sell options on futures contracts to capture value disparities between financial instruments. Options strategies may be used to improve yields and enhance performance of the fixed income portfolio. Options on futures contracts are purchased or sold on regulated futures exchanges.

##### Interest Rate Swaps

The Master Trust may use interest rate swaps to manage exposure to interest rates within the portfolio or to capture value disparities between financial instruments. An interest rate swap typically involves the agreement with a counterparty to exchange variable rate and fixed rate payments with respect to a notional amount of principal on the value of an underlying instrument or index. Interest rate swaps are purchased or sold on regulated futures exchanges.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**

## **Notes to Financial Statements**

### **December 31, 2011 and 2010**

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#### **Foreign Currency Forwards**

The Master Trust may use foreign currency forwards to capture value disparities between the fixed income and currency markets. Currency forwards may be purchased or sold to enhance returns in the fixed income portfolio. Foreign currency forwards are purchased or sold on regulated futures exchanges.

Activity and year end holdings of Options on Futures Contracts, Interest Rates Swaps and Foreign Currency Forwards were not significant to overall investment portfolio.

#### **6. 401(h) Account**

The Alcoa Salary Plan includes a medical-benefit component in addition to the normal retirement benefits to fund a portion of the postretirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the Internal Revenue Code ("IRC"). A separate account has been established and maintained in the Alcoa Salary Plan for the net assets related to the medical-benefit component (401(h) account). In accordance with IRC Section 401(h), the Alcoa Salary Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. Any assets transferred to the 401(h) account from the defined benefit pension plan in a qualified transfer of excess pension plan assets (and any income allocable thereto) that are not used during the plan year must be transferred out of the account to the pension plan. The related obligations for health benefits are not included in the Alcoa Salary Plan's obligations in the accumulated plan benefits but are reflected as obligations in the financial statements of the plan sponsor. The Alcoa Salary Plan's participants do not contribute to the 401(h) account. Employer contributions or qualified transfers to the 401(h) account are determined annually and are at the discretion of Alcoa. There were no contributions made to the 401(h) account in 2011 and 2010. Certain of the Alcoa Salary Plan's interest in the Master Trust are restricted to fund a portion of postretirement health benefits for retirees and their beneficiaries in accordance with IRC Section 401(h). Alcoa pays medical benefits to retirees through the Alcoa Retiree Healthcare Plan, which is not included in the Alcoa Salary Plan. This plan represents a portion of Alcoa's other postretirement employee benefits. During 2011 and 2010, 401(h) assets were used to pay \$55,854,472 and \$62,177,251 of retiree health benefits.

#### **7. Accumulated Plan Benefits**

Accumulated plan benefits are those future benefit payments that are attributable, under each Plan's provisions, to employees' service rendered to the benefit information date. Accumulated plan benefits comprise benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The Plans' actuary made this determination.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies** **Notes to Financial Statements** **December 31, 2011 and 2010** ---

Based upon actuarial estimates at January 1, 2011, the present value of accumulated plan benefits for the Plans included in the Master Trust is as follows:

| <b>Actuarial Present Value of<br/>Accumulated Plan Benefits at January 1, 2011</b> |                                                                                     |                                      |                               |                                                                     |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------|-------------------------------|---------------------------------------------------------------------|
|                                                                                    | <b>Vested Benefits<br/>of Participants<br/>Currently<br/>Receiving<br/>Benefits</b> | <b>Other<br/>Vested<br/>Benefits</b> | <b>Nonvested<br/>Benefits</b> | <b>Total Present<br/>Value of<br/>Accumulated<br/>Plan Benefits</b> |
| Alcoa Salary Plan                                                                  | \$ 3,074,028,837                                                                    | \$ 1,258,373,461                     | \$ 60,271,418                 | \$ 4,392,673,716                                                    |
| Alcoa Hourly Plan                                                                  | 3,033,317,130                                                                       | 991,029,008                          | 39,925,186                    | 4,064,271,324                                                       |
| Alcoa Subsidiaries Merged Inactive Plan                                            | 158,543,629                                                                         | 205,635,400                          | -                             | 364,179,029                                                         |
| Suriname Plan I                                                                    | 91,047,250                                                                          | 22,869,428                           | 1,505,332                     | 115,422,010                                                         |
| Suriname Plan II                                                                   | 78,540,060                                                                          | 20,417,318                           | 1,392,689                     | 100,350,067                                                         |
| Huck Plan                                                                          | 5,024,450                                                                           | 11,843,805                           | -                             | 16,868,255                                                          |
| Muskegon Plan                                                                      | 35,446,406                                                                          | 74,303,170                           | 5,077,301                     | 114,826,877                                                         |
| Howmet Plan                                                                        | 13,039,590                                                                          | 110,791,426                          | 2,940,897                     | 126,771,913                                                         |

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Notes to Financial Statements**  
**December 31, 2011 and 2010**

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The change in the actuarial present value of accumulated plan benefits resulted from the following:

|                                         | Actuarial Present<br>Value of<br>Accumulated<br>Plan Benefits<br>January 1, 2010 | Plan<br>Amendments | Change in<br>Actuarial<br>Assumptions | Interest       | Benefits<br>Paid | Benefits<br>Accumulated<br>and Other<br>Experience (A) | Actuarial Present<br>Value of<br>Accumulated<br>Plan Benefits<br>January 1, 2011 |
|-----------------------------------------|----------------------------------------------------------------------------------|--------------------|---------------------------------------|----------------|------------------|--------------------------------------------------------|----------------------------------------------------------------------------------|
| Alcoa Salary Plan                       | \$ 4,234,841,611                                                                 | \$ -               | \$ 139,535,184                        | \$ 250,796,556 | \$ (313,697,650) | \$ 81,198,015                                          | \$ 4,392,673,716                                                                 |
| Alcoa Hourly Plan                       | 3,981,345,226                                                                    | 23,808,774         | 123,248,358                           | 234,914,684    | (323,188,528)    | 24,142,810                                             | 4,064,271,324                                                                    |
| Alcoa Subsidiaries Merged Inactive Plan | 345,401,026                                                                      | -                  | 20,223,145                            | 20,743,282     | (17,046,348)     | (5,142,076)                                            | 364,179,029                                                                      |
| Suriname Plan I                         | 112,034,793                                                                      | -                  | 4,517,526                             | 6,618,682      | (8,827,901)      | 1,078,910                                              | 115,422,010                                                                      |
| Suriname Plan II                        | 96,188,145                                                                       | -                  | 4,044,168                             | 5,693,561      | (7,219,828)      | 1,644,021                                              | 100,350,067                                                                      |
| Huck Plan                               | 16,805,972                                                                       | -                  | 456,846                               | 1,004,199      | (955,063)        | (443,699)                                              | 16,868,255                                                                       |
| Muskegon Plan                           | 106,723,719                                                                      | -                  | 6,259,186                             | 6,402,891      | (5,223,354)      | 664,435                                                | 114,826,877                                                                      |
| Howmet Plan                             | 121,508,916                                                                      | -                  | 5,552,096                             | 7,173,996      | (9,717,145)      | 2,254,050                                              | 126,771,913                                                                      |

<sup>(A)</sup> Consists of expected increase in benefits and other experience.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies** **Notes to Financial Statements** **December 31, 2011 and 2010**

The significant assumptions underlying the actuarial computations for the Plans at January 1, 2011 and 2010 are as follows:

## **Interest Rate**

The interest rate used for the Plans is 5.75% and 6.15% as of January 1, 2011 and 2010, respectively. The cash balance accrual rate used in the Huck and Howmet Plans is 5% and 4% as of January 1, 2011 and 2010, respectively.

## **Life Expectancy of Participants**

The following tables list the mortality tables used for the calculation of the Accumulated Plan Benefits and lump-sum distributions for each of the plans for the years ended 2011 and 2010.

| Plan                                                                                                                                                           | 2010/2011 Valuation                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Alcoa Salary Plan (non Trinidad participants)<br>Alcoa Subsidiaries Merged Inactive Plan (salaried employees)<br>Huck Plan<br>Howmet Plan (salaried employees) | For deaths after service retirement and deaths after disability retirement, RP-2000 Combined Healthy Male Table projected to 2005, setback 1 year for males and the RPP-2000 Combined Healthy Female table projected to 2005 for females.                                                                                                                                                                                                                |
| Alcoa Hourly Plan<br>Alcoa Subsidiaries Merged Inactive Plan (hourly employees)<br>Muskegon Plan<br>Howmet Plan (hourly employees)                             | For deaths after service retirement, RP-2000 Combined Healthy Male Table with Blue Collar Adjustment for males and RP-2000 Combined Healthy Male table with Blue Collar Adjustment setback 3 years for females. For deaths after disability retirement, RP-2000 Combined Health Male Table with Blue Collar Adjustment set forward 5 years for males and RP-2000 Combined Healthy Male table with Blue Collar Adjustment set-forward 1 year for females. |
| Suriname Plan I<br>Alcoa Salary Plan (Trinidad participants)                                                                                                   | For deaths after service retirement, 1983 Group Annuity Mortality Table deaths after disability retirement, based upon a special mortality table.                                                                                                                                                                                                                                                                                                        |
| Suriname Plan II                                                                                                                                               | For deaths after service retirement, 1983 Group Annuity Mortality Table set forward 1 year, deaths after disability retirement based upon a special mortality table.                                                                                                                                                                                                                                                                                     |

| Plan                                                  | 2010/2011 Lump Sum Distributions                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Alcoa Salary Plan<br>Alcoa Hourly Plan<br>Howmet Plan | For the 2010 and 2011 plan years, lump sum distributions are based on the greater of: the Modified 1994 Group Annuity Reserving Tables as presented by Revenue Ruling 2001-62, and the PPA benefit calculated using modified segment rates and the Applicable Mortality Table as provided in Section 417(e)(3) of the Code.                                                                                                                                              |
| Alcoa Subsidiaries Merged Inactive Plan               | For the 2010 and 2011 plan year, lump sum distributions are based on the PPA benefit calculated using modified segment rates and the Applicable Mortality Table as provided in Section 417(e)(3) of the Code.                                                                                                                                                                                                                                                            |
| Muskegon Plan                                         | For the 2010 and 2011 plan year, lump sum distributions are based on the greater of the 1971 TPF&C Forecast Mortality Table for Males at an age one year younger than the Employee's attained age, the lump sum calculated using the Modified 1994 Group Annuity Reserving tables as presented by Revenue Ruling 2001-62, and the "PPA benefit" calculated using modified segment rates and the Applicable Mortality Table as provided in Section 417(e)(3) of the Code. |

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies** **Notes to Financial Statements** **December 31, 2011 and 2010** ---

## **Retirement**

The assumed weighted average retirement age is:

|                                         |    |
|-----------------------------------------|----|
| Alcoa Salary Plan                       | 63 |
| Alcoa Hourly Plan                       | 63 |
| Alcoa Subsidiaries Merged Inactive Plan | 64 |
| Suriname Plan I                         | 58 |
| Suriname Plan II                        | 57 |
| Huck Plan                               | 64 |
| Muskegon Plan                           | 61 |
| Howmet Plan                             | 63 |

## **8. Tax Status**

The Internal Revenue Service has determined and informed the Company that the Plans and related trust are designed in accordance with applicable sections of the IRC. The Plans have been amended since receiving the determination letters. However, the Plans' administrator and tax counsel believe that the Plans are designed and are currently being operated in compliance with the applicable requirements of the IRC.

Determination letters received were dated as follows:

|                                         |                   |
|-----------------------------------------|-------------------|
| Alcoa Salary Plan                       | January 9, 2003   |
| Alcoa Hourly Plan                       | January 9, 2003   |
| Alcoa Subsidiaries Merged Inactive Plan | August 6, 2002    |
| Suriname Plan I                         | July 1, 2002      |
| Suriname Plan II                        | July 1, 2002      |
| Huck Plan                               | August 6, 2002    |
| Muskegon Plan                           | August 6, 2002    |
| Howmet Plan                             | December 20, 2002 |

U.S. GAAP require plan management to evaluate tax positions taken by the plan and recognized a tax liability (or asset) if the organization has taken an uncertain position that would not be sustained upon examination by the IRS. The plan administrator and its tax counsel have analyzed the tax positions taken by the plan and has concluded that as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure to the financial statements. As such, no reserve is required under U.S. GAAP. The plan is subject to audit by the IRS; however, there are no current IRS audits for any tax periods in progress. The plan administrator and its tax council believe the Plan is no longer subject to IRS audit outside the statutory audit period.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies** **Notes to Financial Statements** **December 31, 2011 and 2010**

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## **9. Information Certified by the Plans' Trustee**

The information included in the Plans' financial statements and Note 3 was prepared by Bank of New York Mellon, the Trustee of the Plans, as of and for the years ended December 31, 2011 and 2010 and furnished to the plan administrator. The plan administrator has obtained a certification from the Trustee that such information is complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

- Statements of Individual Plan Net Assets Available for Benefits – investments at fair value except for the alternative investments of \$2,365,931,670 and \$1,241,669,949 identified in Note 3 (and reflected in the table below) as of December 31, 2011 and 2010, respectively.

|                                                | <b>2011</b>             | <b>2010</b>             |
|------------------------------------------------|-------------------------|-------------------------|
| Private real estate - direct                   | \$ 287,438,543          | \$ 254,182,090          |
| Timber - direct                                | 38,329,190              | 64,319,894              |
| Venture capital - direct                       | 109,308,535             | 93,971,290              |
| Private equity - direct                        | 337,541,400             | 364,918,108             |
| Private debt - direct                          | 24,117,596              | 16,731,105              |
| Private equity/venture capital - fund of funds | 89,985,486              | 91,202,622              |
| Hedge funds                                    | <u>1,479,210,920</u>    | <u>356,344,840</u>      |
| Total assets at fair value                     | <u>\$ 2,365,931,670</u> | <u>\$ 1,241,669,949</u> |

- Statements of Changes in Individual Plan Net Assets Available for Benefits – interest, dividends and net depreciation or appreciation in fair value of investments except for the net appreciation or depreciation in fair value of alternative investments of \$77,914,151 and \$197,721,267 identified in Note 3 (and reflected in the table below) for years ended December 31, 2011 and 2010, respectively.

|                                                                        | <b>2011</b>          | <b>2010</b>           |
|------------------------------------------------------------------------|----------------------|-----------------------|
| Private real estate - direct                                           | \$ 27,704,630        | \$ 48,484,949         |
| Timber - direct                                                        | (23,116,775)         | 7,741,248             |
| Venture capital - direct                                               | 12,657,399           | 24,255,559            |
| Private equity - direct                                                | 8,031,843            | 74,504,986            |
| Private debt - direct                                                  | (961,949)            | 1,061,285             |
| Private equity/venture capital - fund of funds                         | 5,427,517            | 10,328,400            |
| Hedge funds                                                            | <u>48,171,486</u>    | <u>31,344,840</u>     |
| Net appreciation/depreciation in fair value of alternative investments | <u>\$ 77,914,151</u> | <u>\$ 197,721,267</u> |

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies** **Notes to Financial Statements** **December 31, 2011 and 2010**

## **10. Related Party Transactions**

At December 31, 2011 and 2010, the Plans are invested in funds managed by the trustee; therefore, these transactions qualify as party-in-interest transactions. The Master Trust also participates in a securities lending program with the trustee as described in Note 3, which qualifies as party-in-interest transactions. During 2010, the Plans invested in Alcoa common stock. Refer to Note 3 for more details.

## **11. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for pension benefits, benefit payments, and the Alcoa Salary Plan's interest in Alcoa Inc. Retirement Plans' Master Trust investment income per the financial statements to the Form 5500 at December 31:

|                                                                                                             | <b>Alcoa Salary Plan</b> |                         |
|-------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------|
|                                                                                                             | <b>2011</b>              | <b>2010</b>             |
| Net assets available for benefits per the financial statements                                              | \$ 3,753,480,279         | \$ 3,576,630,304        |
| Net assets held in 401(h) account included as assets in Form 5500                                           | <u>4,094,583</u>         | <u>57,929,073</u>       |
| Net assets available for benefits per the Form 5500                                                         | <u>\$ 3,757,574,862</u>  | <u>\$ 3,634,559,377</u> |
|                                                                                                             | <b>Alcoa Salary Plan</b> |                         |
|                                                                                                             | <b>2011</b>              | <b>2010</b>             |
| Plan's interest in Alcoa Inc. Retirement Plans' Master Trust investment income per the financial statements | \$ 272,305,432           | \$ 386,333,627          |
| Net gain in 401(h) account included as investment income from Master Trust in Form 5500                     | <u>2,019,982</u>         | <u>9,194,868</u>        |
| Plan's interest in Alcoa Inc. Retirement Plans' Master Trust investment income per the Form 5500            | <u>\$ 274,325,414</u>    | <u>\$ 395,528,495</u>   |
| Benefit payments per the financial statements                                                               | \$ 312,353,478           | \$ 313,697,650          |
| Benefit payments made from the 401(h) account                                                               | <u>55,854,472</u>        | <u>62,177,251</u>       |
| Benefit payments per the Form 5500                                                                          | <u>\$ 368,207,950</u>    | <u>\$ 375,874,901</u>   |

The net assets of the 401(h) account included in Form 5500 are not available to pay pension benefits. The net assets of the 401(h) account can be used only to pay retiree health benefits.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**

## **Notes to Financial Statements**

### **December 31, 2011 and 2010**

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#### **12. Plan Specific Activities**

##### **Alcoa Salary Plan**

In 2011, a plan amendment froze the accrued benefits under the Rule of 65 and the Rule of 70/80. The amendment decreased the actuarial present value of accumulated plan benefits by approximately \$586,000. This is not reflected in the January 1, 2011 actuarial valuation.

##### **Alcoa Hourly Plan**

In 2011, plan amendments recognized the effect of participants receiving pension factor increases at certain locations. These amendments increased the actuarial present value of accumulated plan benefits by approximately \$1,435,000. This is not reflected in the January 1, 2011 actuarial valuation.

In 2010, plan amendments recognized the effect of participants receiving pension factor increases at certain locations. These amendments increased the actuarial present value of accumulated plan benefits by approximately \$23,809,000.

##### **Suriname Plan I and Suriname Plan II**

The plan sponsor is in the process of conducting a review to confirm the status of participants designated as pensioners. The final outcome of this review may result in a reduction to the accumulated benefit obligation. Any potential reduction is not considered significant to the January 1, 2011 accumulated benefit obligation of each respective plan.

##### **Suriname Plan II**

In 2011, a plan amendment recognized the effect of participants receiving pension factor increases. The amendment increased the actuarial present value of accumulated plan benefits by approximately \$1,526,000. This is not reflected in the January 1, 2011 actuarial valuation.

##### **Howmet Plan**

In 2011, plan amendments recognized the effect of participants receiving pension factor increases at certain locations. This amendment increased the actuarial present value of accumulated plan benefits by approximately \$1,212,000. This is not reflected in the January 1, 2011 actuarial valuation.

##### **2011 Contributions**

On January 24, 2011, Alcoa Inc. made a contribution of 36,518,563 shares of its common stock, par value \$1.00 per share to the Alcoa Master Trust in consideration for a credit against Alcoa's future funding obligations to the Master Trust. The Shares were valued for purposes of the contribution at \$588 million in the aggregate. The Shares were newly issued shares and were contributed to the Master Trust in a private placement pursuant to Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act"). In the plan financial statements, \$537,533,976 of the contribution is being applied to the 2010 Plan year and is reflected as an Employer Contribution receivable on the Statements of Individual Plan Net Assets Available for Benefits and as an Employer Contribution on the Statements of Changes in Individual Plan Net Assets Available for Benefits. The remaining contribution was applied to the 2011 Plan year. The following Plans established receivables at December 31, 2010.

# **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies** **Notes to Financial Statements** **December 31, 2011 and 2010** ---

|                   |                |
|-------------------|----------------|
| Alcoa Salary Plan | \$ 295,114,114 |
| Alcoa Hourly Plan | 232,264,372    |
| Muskegon Plan     | 8,000,000      |
| Howmet Plan       | 2,155,490      |
| Howmet Plan       |                |

On March 31, 2011, Alcoa Inc. made an additional discretionary contribution of \$2 million to the Muskegon Plan in cash. This contribution was applied to the 2010 Plan year and is reflected as an Employer Contribution receivable, on the Statements of Individual Plan Net Assets Available for Benefits and Employer Contribution of the Statements of Changes in Individual Plan Net Assets Available for Benefits.

## **2010 Contributions**

On January 26, 2010, Alcoa Inc. made a contribution of 44,313,146 shares of its common stock, par value \$1.00 per share to the Alcoa Master Trust in consideration for a credit against Alcoa's future funding obligations to the Master Trust. The Shares were valued for purposes of the contribution at \$585 million in the aggregate. The Shares were newly issued shares and were contributed to the Master Trust in a private placement pursuant to Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act"). In the plan financial statements, this is considered a 2009 contribution. The following Plans established receivables at December 31, 2009.

|                                         |                |
|-----------------------------------------|----------------|
| Alcoa Salary Plan                       | \$ 280,000,000 |
| Alcoa Hourly Plan                       | 267,000,000    |
| Alcoa Subsidiaries Merged Inactive Plan | 23,500,000     |
| Muskegon Plan                           | 6,500,000      |
| Howmet Plan                             | 8,000,000      |

## **13. Commitments and Contingencies**

The Alcoa Master Trust has capital commitments of \$194,000,000 and \$283,400,000 at December 31, 2011 and 2010, respectively, in relation to additional funding for Limited Partnerships in which it invests.

## **14. Subsequent Events**

Management has evaluated the events and transactions that have occurred through October 10, 2012, the date the financial statements were available to be issued, and noted no items requiring adjustment of the financial statements or additional disclosures, other than that which is noted below.

## **2012 Contributions**

On January 13 March 30, and September 14, 2012 Alcoa Inc. made cash contributions of \$83,268,573, \$92,500,000, and \$20,659,000 respectively, to its Plans. In the plan financial statements, the \$220,222,573 of contributions is being applied to the 2011 Plan year and is reflected as an Employer Contribution receivable on the Statements of Individual Plan Net Assets Available for Benefits and as an Employer Contribution on the Statements of Changes in Individual Plan Net Assets Available for Benefits.

## **Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**

### **Notes to Financial Statements**

#### **December 31, 2011 and 2010**

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|                                         |                |
|-----------------------------------------|----------------|
| Alcoa Salary Plan                       | \$ 110,917,424 |
| Alcoa Hourly Plan                       | 99,423,288     |
| Alcoa Subsidiaries Merged Inactive Plan | 1,500,000      |
| Muskegon Plan                           | 5,239,705      |
| Howmet Plan                             | 3,142,156      |

#### **Tax Status**

Updated tax determination letters were received and dated as follows:

|                 |                   |
|-----------------|-------------------|
| Suriname Plan I | February 29, 2012 |
| Muskegon Plan   | July 10, 2012     |

#### **Schedule G - Financial Transaction Schedules Part III Nonexempt Transactions**

For the items reported on Schedule G dated December 31, 2011, the Company took corrective action under the DOL EBSA Voluntary Fiduciary Correction Program and received a no-action letter dated March 23, 2012.

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Schedule G – Financial Transaction Schedules Part III Nonexempt Transactions**  
**Suriname Plan I**  
**Year Ended December 31, 2011**

| (a)                                 | (b)                                                            | (c)                                                                                                                               | (d)               | (e)              | (f)             | (g)                                                       | (h)              | (i)                          | (j)                                             |
|-------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-------------------|------------------|-----------------|-----------------------------------------------------------|------------------|------------------------------|-------------------------------------------------|
| Identity of<br>Party Involved       | Relationship to Plan<br>Employer or Other<br>Party in Interest | Description of Transaction<br>Including Maturity Date,<br>Rate of Interest, Collateral,<br>Par or Maturity Value                  | Purchase<br>Price | Selling<br>Price | Lease<br>Rental | Expenses<br>Incurred in<br>Connection With<br>Transaction | Cost of<br>Asset | Current<br>Value<br>of Asset | Net Gain<br>or (Loss)<br>on Each<br>Transaction |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>September 28, 2010                                                     | \$ -              | \$ -             | \$ 4,878        | \$ -                                                      | \$ -             | \$ -                         | \$ -                                            |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Additional prohibited transaction as of 01/01/2011;<br>settlor expenses inadvertently paid from the Plan on<br>September 28, 2010 |                   |                  | 4,921           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>October 25, 2010                                                       |                   |                  | 7,074           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Additional prohibited transaction as of 01/01/2011;<br>settlor expenses inadvertently paid from the Plan on<br>October 25, 2010   |                   |                  | 7,118           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>December 30, 2010                                                      |                   |                  | 5,851           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Additional prohibited transaction as of 01/01/2011;<br>settlor expenses inadvertently paid from the Plan on<br>December 30, 2010  |                   |                  | 5,852           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>December 30, 2010                                                      |                   |                  | 7,651           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Additional prohibited transaction as of 01/01/2011;<br>settlor expenses inadvertently paid from the Plan on<br>December 30, 2010  |                   |                  | 7,652           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>February 3, 2011                                                       |                   |                  | 7,817           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>March 18, 2011                                                         |                   |                  | 8,562           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>March 21, 2011                                                         |                   |                  | 7,356           |                                                           |                  |                              |                                                 |

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Schedule G – Financial Transaction Schedules Part III Nonexempt Transactions**  
**Suriname Plan I**  
**Year Ended December 31, 2011**

| (a)                                 | (b)                                                            | (c)                                                                                                              | (d)               | (e)              | (f)             | (g)                                                       | (h)              | (i)                          | (j)                                             |
|-------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|-------------------|------------------|-----------------|-----------------------------------------------------------|------------------|------------------------------|-------------------------------------------------|
| Identity of<br>Party Involved       | Relationship to Plan<br>Employer or Other<br>Party in Interest | Description of Transaction<br>Including Maturity Date,<br>Rate of Interest, Collateral,<br>Par or Maturity Value | Purchase<br>Price | Selling<br>Price | Lease<br>Rental | Expenses<br>Incurred in<br>Connection With<br>Transaction | Cost of<br>Asset | Current<br>Value<br>of Asset | Net Gain<br>or (Loss)<br>on Each<br>Transaction |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>April 27, 2011                                        |                   |                  | \$ 8,665        |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>May 26, 2011                                          |                   |                  | 5,669           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>June 23, 2011                                         |                   |                  | 5,976           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>July 26, 2011                                         |                   |                  | 7,468           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>August 24, 2011                                       |                   |                  | 7,885           |                                                           |                  |                              |                                                 |

Suriname Aluminum Company LLC has corrected and remitted to the Plan the settlor expenses on September 28, 2011 and the associated interest on October 11, 2011.

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Schedule G – Financial Transaction Schedules Part III Nonexempt Transactions**  
**Suriname Plan II**  
**Year Ended December 31, 2011**

| (a)<br>Identity of<br>Party Involved | (b)<br>Relationship to Plan<br>Employer or Other<br>Party in Interest | (c)<br>Description of Transaction<br>Including Maturity Date,<br>Rate of Interest, Collateral,<br>Par or Maturity Value           | (d)<br>Purchase<br>Price | (e)<br>Selling<br>Price | (f)<br>Lease<br>Rental | (g)<br>Expenses<br>Incurred in<br>Connection With<br>Transaction | (h)<br>Cost of<br>Asset | (i)<br>Current<br>Value<br>of Asset | (j)<br>Net Gain<br>or (Loss)<br>on Each<br>Transaction |
|--------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------|------------------------|------------------------------------------------------------------|-------------------------|-------------------------------------|--------------------------------------------------------|
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Settlor expenses inadvertently<br>paid from the Plan on<br>September 28, 2010                                                     | \$ -                     | \$ -                    | \$ 4,878               | \$ -                                                             | \$ -                    | \$ -                                | \$ -                                                   |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Additional prohibited transaction as of 01/01/2011;<br>settlor expenses inadvertently paid from the Plan on<br>September 28, 2010 |                          |                         | 4,921                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Settlor expenses inadvertently<br>paid from the Plan on<br>October 25, 2010                                                       |                          |                         | 7,074                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Additional prohibited transaction as of 01/01/2011;<br>settlor expenses inadvertently paid from the Plan on<br>October 25, 2010   |                          |                         | 7,118                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Settlor expenses inadvertently<br>paid from the Plan on<br>December 30, 2010                                                      |                          |                         | 5,851                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Additional prohibited transaction as of 01/01/2011;<br>settlor expenses inadvertently paid from the Plan on<br>December 30, 2010  |                          |                         | 5,852                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Settlor expenses inadvertently<br>paid from the Plan on<br>December 30, 2010                                                      |                          |                         | 7,651                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Additional prohibited transaction as of 01/01/2011;<br>settlor expenses inadvertently paid from the Plan on<br>December 30, 2010  |                          |                         | 7,652                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Settlor expenses inadvertently<br>paid from the Plan on<br>February 3, 2011                                                       |                          |                         | 7,817                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Settlor expenses inadvertently<br>paid from the Plan on<br>March 18, 2011                                                         |                          |                         | 8,562                  |                                                                  |                         |                                     |                                                        |
| Suriname<br>Aluminum<br>Company LLC  | Employer                                                              | Settlor expenses inadvertently<br>paid from the Plan on<br>March 21, 2011                                                         |                          |                         | 7,356                  |                                                                  |                         |                                     |                                                        |

**Employees' Retirement Plans of Alcoa Inc. and Subsidiary Companies**  
**Schedule G – Financial Transaction Schedules Part III Nonexempt Transactions**  
**Suriname Plan II**  
**Year Ended December 31, 2011**

| (a)                                 | (b)                                                            | (c)                                                                                                              | (d)               | (e)              | (f)             | (g)                                                       | (h)              | (i)                          | (j)                                             |
|-------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|-------------------|------------------|-----------------|-----------------------------------------------------------|------------------|------------------------------|-------------------------------------------------|
| Identity of<br>Party Involved       | Relationship to Plan<br>Employer or Other<br>Party in Interest | Description of Transaction<br>Including Maturity Date,<br>Rate of Interest, Collateral,<br>Par or Maturity Value | Purchase<br>Price | Selling<br>Price | Lease<br>Rental | Expenses<br>Incurred in<br>Connection With<br>Transaction | Cost of<br>Asset | Current<br>Value<br>of Asset | Net Gain<br>or (Loss)<br>on Each<br>Transaction |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>April 27, 2011                                        |                   |                  | \$ 8,665        |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>May 26, 2011                                          |                   |                  | 5,669           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>June 23, 2011                                         |                   |                  | 5,976           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>July 26, 2011                                         |                   |                  | 7,468           |                                                           |                  |                              |                                                 |
| Suriname<br>Aluminum<br>Company LLC | Employer                                                       | Settlor expenses inadvertently<br>paid from the Plan on<br>August 24, 2011                                       |                   |                  | 7,885           |                                                           |                  |                              |                                                 |

Suriname Aluminum Company LLC has corrected and remitted to the Plan the settlor expenses on September 28, 2011 and the associated interest on October 11, 2011.

**ALCOA SUBSIDIARIES MERGED INACTIVE PENSION PLAN**

**EIN: 25-0317820**

**PN: 037**

**ATTACHMENT TO SCHEDULE SB OF 2011 FORM 5500**

**Schedule SB, Line 26 – Schedule of Active Participant Data**

| AGE     | SERVICE |       |       |         |         |         |         |         |         |     |
|---------|---------|-------|-------|---------|---------|---------|---------|---------|---------|-----|
|         | < 1     | 1 - 4 | 5 - 9 | 10 - 14 | 15 - 19 | 20 - 24 | 25 - 29 | 30 - 34 | 35 - 39 | 40+ |
| < 25    |         | 4     |       |         |         |         |         |         |         |     |
| 25 - 29 |         | 2     | 1     |         |         |         |         |         |         |     |
| 30 - 34 |         | 2     |       |         |         |         |         |         |         |     |
| 35 - 39 |         | 3     |       | 2       | 3       |         |         |         |         |     |
| 40 - 44 |         | 7     |       | 4       | 3       |         |         |         |         |     |
| 45 - 49 |         | 3     |       | 3       |         |         |         |         |         |     |
| 50 - 54 |         | 3     |       | 1       | 3       |         | 1       |         |         |     |
| 55 - 59 |         | 3     |       | 1       | 2       |         |         | 2       |         |     |
| 60 - 64 |         |       |       |         |         |         |         |         |         |     |
| 65 - 69 |         | 1     |       |         |         |         |         |         |         |     |
| 70+     |         |       |       |         |         |         |         |         |         |     |

**ALCOA SUBSIDIARIES MERGED INACTIVE PENSION PLAN**

**EIN: 25-0317820**

**PN: 037**

**ATTACHMENT TO SCHEDULE SB OF 2011 FORM 5500**

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

**INTEREST RATE:** PPA Segment Rates as of September 30 of the prior Plan Year.

|                         |       |
|-------------------------|-------|
| First Segment Rate      | 3.78% |
| Second Segment Rate     | 6.31% |
| Third Segment Rate      | 6.57% |
| Effective Interest Rate | 6.36% |

**DEATHS BEFORE RETIREMENT:** The IRS 2011 prescribed non-annuitant mortality tables for males and females.

**DEATHS AFTER RETIREMENT:** The IRS 2011 prescribed annuitant mortality tables for males and females.

**DEATHS AFTER DISABILITY RETIREMENT:** The IRS 2011 prescribed annuitant mortality tables for males and females.

**EXPECTED RATE OF RETURN:** The long term expected return rate is 8.50%, limited to the third segment rate.

**ACTIVE SEPARATIONS BEFORE NORMAL RETIREMENT:** Representative values of the assumed annual rates of disability, withdrawal and early retirement are as follows:

| Age | Annual Rates of |               |           |            |
|-----|-----------------|---------------|-----------|------------|
|     | Withdrawal*     |               | Vesting** | Disability |
|     | <u>Male</u>     | <u>Female</u> |           |            |
| 25  | 15.97%          | 15.00%        | 16.00%    | .05%       |
| 30  | 12.00           | 13.00         | 10.00     | .07        |
| 35  | 10.50           | 11.00         | 8.00      | .08        |
| 40  | 10.00           | 9.00          | 6.00      | .11        |
| 45  | 9.50            | 8.00          | 3.00      | .23        |
| 50  | 9.50            | 7.00          | 2.00      | .45        |
| 55  | 9.50            | 6.00          | 2.00      | .77        |
| 60  | 9.50            | 6.00          | 2.00      | 1.18       |
| 64  | 9.50            | 6.00          | 2.00      | 1.50       |

\* Applied only to participants who have not completed service and/or age requirements to be eligible for deferred vested or early retirement.

**\*\*** Applied only to participants who have completed service requirements to be eligible for deferred vested retirement but have not completed service and/or age requirements to be eligible for early retirement.

**EARLY RETIREMENT:**

| Age | Annual Rate of Early Retirement |
|-----|---------------------------------|
| 60  | 7.0%                            |
| 61  | 8.0                             |
| 62  | 20.0                            |
| 63  | 20.0                            |
| 64  | 20.0                            |

**NORMAL RETIREMENT:**

| Age | Annual Rate |
|-----|-------------|
| 65  | 50.0%       |
| 66  | 50.0        |
| 67  | 40.0        |
| 68  | 30.0        |
| 69  | 25.0        |
| 70  | 100.0       |

**RETIREMENT FROM DEFERRED VESTED STATUS:** Former employees are assumed to retire at Normal Retirement Age or the earliest age eligible for unreduced benefits.

**FUTURE EXPENSES:** Have been included in the Target Normal Cost based on prior year experience.

**FORM OF PAYMENT:** For Reynolds Hourly Plan 11, 95% of those assumed married elect the 50% Joint and Survivor benefit. All others elect the life annuity benefit. For ACSI and AFL, 90% of those assumed married elect the 50% Joint and Survivor. All others elect the life annuity benefit. For AHE and Reynolds Hourly Plan 58, 50% of deferred vested participants elect 50% Joint and Survivor benefit at commencement and 50% of deferred vested participants elect life annuity at commencement. For Presto, an immediate lump sum is assumed. For SGS, 100% elect lump sum at age 65.

**ASSET VALUATION METHOD:** Two-year average of adjusted market values. This method spreads asset gains/(losses) over a two year period on an annual basis. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The discounted value of accrued contributions, if any, is included in the valuation assets. The resulting value is constrained to be within a corridor of 90% to 110% of market value.

**VALUATION METHOD:** The Funding Target is the present value of accrued benefits and based on compensation and service to date. The Target Normal cost is the present value of benefits expected to be accrued during the current plan year, including the effect of expected compensation increases during the year.

**MISCELLANEOUS:** The valuation was prepared on a going-plan basis; therefore, no allowance has been made for certain additional liabilities which may arise if some or all of the units of the Company are closed down. The valuation was based on participants in the Plan as of the valuation date and those employees who would be participants of the Plan except for the provision that the employee be at least age 21 with 1 year of service. The valuation did not take future participants into account. No provision has been made for contingent liabilities with respect to nonvested terminated participants who may be reemployed.

***ALCOA SUBSIDIARIES MERGED INACTIVE PENSION PLAN***

***EIN: 25-0317820***

***PN: 037***

***ATTACHMENT TO SCHEDULE SB OF 2011 FORM 5500***

***Schedule SB, Line 24 –Changes in Actuarial Assumptions***

The expected rate of return on assets changed from 8.75% to 8.50%.

**ALCOA SUBSIDIARIES MERGED INACTIVE PENSION PLAN**

**EIN: 25-0317820**

**PN: 037**

**ATTACHMENT TO SCHEDULE SB OF 2011 FORM 5500**

**Schedule SB, Line 32 – Schedule of Amortization Bases**

**Shortfall Amortization**

| <b>Date Established</b> | <b>Outstanding Balance</b> | <b>Years Remaining</b> | <b>Amortization Installment</b> |
|-------------------------|----------------------------|------------------------|---------------------------------|
| 1/1/2009                | \$1,066,940                | 5                      | \$229,509                       |
| 1/1/2010                | 21,375,860                 | 6                      | 3,969,356                       |
| 1/1/2011                | <u>44,532,655</u>          | 7                      | <u>7,326,936</u>                |
| Total                   | \$66,975,455               |                        | \$11,525,801                    |

|                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration<br/>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

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

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

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

|                                                                                                                                                         |                                                                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| <b>A</b> Name of plan<br><br>Alcoa Subsidiaries Merged Inactive Pension Plan                                                                            | <b>B</b> Three-digit plan number (PN) <u>037</u>                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>Alcoa, Inc.                                                             | <b>D</b> Employer Identification Number (EIN)<br><br>25-0317820 |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B               |                                                                 |
| <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |                                                                 |

|                                                                                                                                                                                                          |              |                            |                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                          |              |                            |                    |
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>                                                                                                                          |              |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                         |              |                            |                    |
| a Market value .....                                                                                                                                                                                     | <b>2a</b>    |                            | 301,675,340        |
| b Actuarial value .....                                                                                                                                                                                  | <b>2b</b>    |                            | 284,722,753        |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                     |              |                            |                    |
|                                                                                                                                                                                                          |              | (1) Number of participants | (2) Funding Target |
| a For retired participants and beneficiaries receiving payment.....                                                                                                                                      | <b>3a</b>    | 2,603                      | 156,366,813        |
| b For terminated vested participants .....                                                                                                                                                               | <b>3b</b>    | 6,898                      | 183,341,575        |
| <b>c</b> For active participants:                                                                                                                                                                        |              |                            |                    |
| (1) Non-vested benefits.....                                                                                                                                                                             | <b>3c(1)</b> |                            | 40,662             |
| (2) Vested benefits .....                                                                                                                                                                                | <b>3c(2)</b> |                            | 323,325            |
| (3) Total active.....                                                                                                                                                                                    | <b>3c(3)</b> | 54                         | 363,987            |
| d Total.....                                                                                                                                                                                             | <b>3d</b>    | 9,555                      | 340,072,375        |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b) <input type="checkbox"/>                                                                                         |              |                            |                    |
| a Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       | <b>4a</b>    |                            |                    |
| b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>    |                            |                    |
| <b>5</b> Effective interest rate .....                                                                                                                                                                   | <b>5</b>     |                            | 6.36 %             |
| <b>6</b> Target normal cost .....                                                                                                                                                                        | <b>6</b>     |                            | 1,120,000          |

**Statement by Enrolled Actuary**

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

|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                        |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b> | <div style="text-align: center;"> <br/>         Signature of actuary       </div> <div style="text-align: center;">         MARY P. MITCHELL<br/>         Type or print name of actuary       </div> <div style="text-align: center;">         BUCK CONSULTANTS, LLC<br/>         Firm name       </div> <div style="text-align: center;">         11 STANWIX STREET, SUITE 700<br/>         Address of the firm       </div> <div style="text-align: center;">         PITTSBURGH PA 15222-1312<br/>         Address of the firm       </div> | <div style="text-align: center;"> <u>9/26/2013</u><br/>         Date       </div> <div style="text-align: center;">         11-05661<br/>         Most recent enrollment number       </div> <div style="text-align: center;">         (412) 281-2506<br/>         Telephone number (including area code)       </div> |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

|                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration<br/>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

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

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

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

|                                                                                                                                                         |                                                                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| <b>A</b> Name of plan<br><br>Alcoa Subsidiaries Merged Inactive Pension Plan                                                                            | <b>B</b> Three-digit plan number (PN) <u>037</u>                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>Alcoa, Inc.                                                             | <b>D</b> Employer Identification Number (EIN)<br><br>25-0317820 |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B               |                                                                 |
| <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |                                                                 |

|                                                                                                                                                                                                          |              |                            |                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                          |              |                            |                    |
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>                                                                                                                          |              |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                         |              |                            |                    |
| a Market value .....                                                                                                                                                                                     | <b>2a</b>    |                            | 301,675,340        |
| b Actuarial value .....                                                                                                                                                                                  | <b>2b</b>    |                            | 284,722,753        |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                     |              |                            |                    |
|                                                                                                                                                                                                          |              | (1) Number of participants | (2) Funding Target |
| a For retired participants and beneficiaries receiving payment.....                                                                                                                                      | <b>3a</b>    | 2,603                      | 156,366,813        |
| b For terminated vested participants .....                                                                                                                                                               | <b>3b</b>    | 6,898                      | 183,341,575        |
| <b>c</b> For active participants:                                                                                                                                                                        |              |                            |                    |
| (1) Non-vested benefits.....                                                                                                                                                                             | <b>3c(1)</b> |                            | 40,662             |
| (2) Vested benefits .....                                                                                                                                                                                | <b>3c(2)</b> |                            | 323,325            |
| (3) Total active.....                                                                                                                                                                                    | <b>3c(3)</b> | 54                         | 363,987            |
| d Total.....                                                                                                                                                                                             | <b>3d</b>    | 9,555                      | 340,072,375        |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b) <input type="checkbox"/>                                                                                         |              |                            |                    |
| a Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       | <b>4a</b>    |                            |                    |
| b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>    |                            |                    |
| <b>5</b> Effective interest rate .....                                                                                                                                                                   | <b>5</b>     |                            | 6.36 %             |
| <b>6</b> Target normal cost .....                                                                                                                                                                        | <b>6</b>     |                            | 1,120,000          |

**Statement by Enrolled Actuary**

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

|                  |                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                    |
|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b> | <div style="text-align: center;"> <br/>         Signature of actuary<br/><br/>         MARY P. MITCHELL<br/>         Type or print name of actuary<br/><br/>         BUCK CONSULTANTS, LLC<br/>         Firm name<br/>         11 STANWIX STREET, SUITE 700<br/>         Address of the firm<br/>         PITTSBURGH PA 15222-1312       </div> | <div style="text-align: center;"> <u>9/26/2013</u><br/>         Date<br/>         11-05661<br/>         Most recent enrollment number<br/>         (412) 281-2506<br/>         Telephone number (including area code)       </div> |
|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

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

Schedule SB (Form 5500) 2011  
v.012611

***ALCOA SUBSIDIARIES MERGED INACTIVE PENSION PLAN***

***EIN: 25-0317820***

***PN: 037***

***ATTACHMENT TO SCHEDULE SB OF 2011 FORM 5500***

***Schedule SB, Part V – Summary of Plan Provisions***

There are no longer any active participants accruing benefits in this plan. However, the merger of Reynolds Metals Company Pension Plan for Hourly Employees (Plan 011) into the plan brings active participants with benefits which are frozen as of December 31, 2009. Benefits are being provided to retired participants and will be provided to deferred vested participants in accordance with plan provisions applicable at the time of their termination.

PN: 037

[illegible]