Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
LIBBEY INC. SALARIED CASH BALANCE PENSION PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 06/24/1993

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

LIBBEY INC.

300 MADISON AVENUE
P.O. 10060
TOLEDO, OH 43699-0060

PATRICIA S. HANNA
300 MADISON AVE.
TOLEDO, OH 43699-0060

2b Employer Identification Number (EIN) 34-1559357

2c Sponsor's telephone number 419-325-2100

2d Business code (see instructions) 327210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	TIM PAIGE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	SUSAN KOVACH
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
LIBBEY INC. EMPLOYEE BENEFITS COMMITTEE
300 MADISON AVENUE
P. O. BOX 10060
TOLEDO, OH 43699-0060

3b Administrator's EIN
34-1559357

3c Administrator's telephone number
419-325-2100

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1130
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	477
b	Retired or separated participants receiving benefits	**6b**	236
c	Other retired or separated participants entitled to future benefits	**6c**	322
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1035
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	73
f	Total. Add lines **6d** and **6e**	**6f**	1108
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1C 1F

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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.

A Name of plan
LIBBEY INC. SALARIED CASH BALANCE PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
LIBBEY INC.

D Employer Identification Number (EIN)
34-1559357

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2011

2 Assets:

a	Market value	**2a**	38040771
b	Actuarial value	**2b**	35553472

3 Funding target/participant count breakdown:

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	303	15891658
b	For terminated vested participants	**3b**	277	6418652
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		1304271
	(2) Vested benefits	**3c(2)**		30107412
	(3) Total active	**3c(3)**	550	31411683
d	Total	**3d**	1130	53721993

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [X]

a	Funding target disregarding prescribed at-risk assumptions	**4a**	53396271
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	55024879
5	Effective interest rate	**5**	6.14 %
6	Target normal cost	**6**	2156925

Statement by Enrolled Actuary

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

SIGN HERE

09/24/2012
Signature of actuary — Date

JOSEPH A. PERKO — 11-06491
Type or print name of actuary — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA INC. — 216-937-4000
Firm name — Telephone number (including area code)

1001 LAKESIDE AVENUE, SUITE 1900
CLEVELAND, OH 44114-1172
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 [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 15.27%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 6.54 % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	66.58 %
15	Adjusted funding target attainment percentage	15	66.58 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	70.10 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	66.18 %

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	1059039	0			
07/15/2011	1059039	0			
10/14/2011	1059039	0			
01/13/2012	1059039	0			
05/31/2012	21000000	0			
			Totals ► 18(b)	25236156	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	23380178

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.78%	6.31%	6.57 %	☐ N/A, full yield curve used

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

22 Weighted average retirement age **22** 60

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment..... **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)..... **31a** 2156925

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

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	18168521	3516617
b Waiver amortization installment.....	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)... **34** 5673542

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			

36 Additional cash requirement (line 34 minus line 35)..... **36** 5673542

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 23380178

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

a Total (excess, if any, of line 37 over line 36) **38a** 17706636

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

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

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

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ..... ☐ 2 plus 7 years ☐ 15 years

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

42 Amount of acceleration adjustment **42**

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

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

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

A Name of plan
LIBBEY INC. SALARIED CASH BALANCE PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LIBBEY INC.

D Employer Identification Number (EIN)
34-1559357

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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)

TOWERS WATSON PENNSYLVANIA, INC.

1375 EAST 9TH ST., SUITE 1850
CLEVELAND, OH 44114-2585

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11		22283	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

HARTLAND & CO.

1100 SUPERIOR AVE. EAST, SUITE 1616
CLEVELAND, OH 44114

34-1597728

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17		11809	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

ERNST & YOUNG LLP

ONE SEAGATE, SUITE 1200
TOLEDO, OH 43604

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17		10000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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)

EXCELERATE HRO

PO BOX 404784
ATLANTA, GA 30384

75-2548221

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17		6265	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

HARBOR CAPITAL ADVISORS

111 S. WACKER DRIVE, 14TH FLOOR
CHICAGO, IL 60606

34-1953397

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28		6183	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
LIBBEY INC. SALARIED CASH BALANCE PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LIBBEY INC.

D Employer Identification Number (EIN)
34-1559357

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LIBBEY INC. MASTER RETIREMENT TRUST

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

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)
06-1702366-001	M	39403410

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
LIBBEY INC. SALARIED CASH BALANCE PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LIBBEY INC.

D Employer Identification Number (EIN)
34-1559357

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2740952	22709449
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	35394485	39403410
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	38135437	62112859
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	38135437	62112859

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	25236047	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		25236047
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(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)		1374927
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		21415
d Total income. Add all **income** amounts in column (b) and enter total	2d		26632389
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2423903	
(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)		2423903
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	32433	
(2) Contract administrator fees	2i(2)	2652	
(3) Investment advisory and management fees	2i(3)	25591	
(4) Other	2i(4)	170388	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		231064
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2654967
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		23977422
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERNST & YOUNG LLP (2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
LIBBEY INC. SALARIED CASH BALANCE PENSION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LIBBEY INC.

D Employer Identification Number (EIN)
34-1559357

Part I Distributions

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

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

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

EIN(s): _____ _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 19

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: 100.0%

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

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

FINANCIAL STATEMENTS

Amended and Restated Libbey Inc. Salaried Cash Balance Pension Plan

Years Ended December 31, 2011 and 2010
With Report of Independent Auditors

Ernst & Young LLP

ERNST & YOUNG

Amended and Restated Libbey Inc.
Salaried Cash Balance Pension Plan

Financial Statements

Years Ended December 31, 2011 and 2010

Contents

Report of Independent Auditors.....1

Financial Statements

Statements of Net Assets Available for Benefits.....2
Statements of Changes in Net Assets Available for Benefits.....3
Notes to Financial Statements.....4

Ernst & Young LLP
One SeaGate
Toledo, Ohio 43604
Tel: +1 419 244 8000
Fax: +1 419 244 4440
www.ey.com

Report of Independent Auditors

The Employee Benefits Committee
Libbey Inc.

We were engaged to audit the accompanying statements of net assets available for benefits of the Amended and Restated Libbey Inc. Salaried Cash Balance Pension Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by State Street Bank and Trust, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, 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 these accompanying financial statements as a whole. The form and content of the information included in the financial statements, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 11, 2012

A member firm of Ernst & Young Global Limited

Amended and Restated Libbey Inc.
Salaried Cash Balance Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2011	**2010**
Assets		
Investment in Master Trust, at fair value *(Note 5)*	**$ 39,403,410**	$ 35,394,485
Contributions receivable	**22,709,449**	2,740,952
Net assets available for benefits	**$ 62,112,859**	$ 38,135,437

See accompanying notes.

Amended and Restated Libbey Inc.
Salaried Cash Balance Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2011	**2010**
Additions		
Contributions	**$ 25,236,047**	$ 4,553,502
Other	**21,415**	341,291
	25,257,462	4,894,793
Deductions		
Benefits paid directly to participants	**2,423,903**	3,265,088
Administrative expenses	**231,064**	261,272
	2,654,967	3,526,360
Net investment gain from Master Trust *(Note 5)*	**1,374,927**	4,428,522
Net increase	**23,977,422**	5,796,955
Net assets available for benefits:		
Beginning of year	**38,135,437**	32,338,482
End of year	**$ 62,112,859**	$ 38,135,437

See accompanying notes.

Amended and Restated Libbey Inc.
Salaried Cash Balance Pension Plan

Notes to Financial Statements

December 31, 2011

1. Description of the Plan

The following description of the Amended and Restated Libbey Inc. Salaried Cash Balance Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the summary plan description or plan document for more complete information about the Plan, including the vesting and benefit provisions and the benefit guarantee of the Pension Benefit Guarantee Corporation (PBGC). Copies of these documents are available at the corporate office of Libbey Inc. (the Company, Plan Sponsor, and Plan Administrator).

General

The Plan, as amended and restated January 1, 2002, is a defined benefit plan established to provide normal and early retirement, termination, and death benefits to salaried employees hired before January 1, 2006. The Plan was initially funded by a transfer of assets and assumption of obligations related to the participants of the Owens-Illinois Salary Retirement Plan (Previous Plan) as a result of the sale of the Libbey Glass Unit by Owens-Illinois Inc. (OI).

Contributions

Participants are not permitted to make contributions to the Plan. The Company has agreed to voluntarily contribute such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to plan participants. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current year's service cost. Prior service cost is amortized on a straight-line basis over the expected average remaining service of active participants.

Benefits

A participant is entitled to pension benefits beginning at normal retirement age (65) primarily based upon levels of compensation and years of service under the Plan or Previous Plan. Benefits are paid at the option of the participant in the form of a lump sum or recurring payments. Accrued benefits become vested after completion of 3 years of credited service or the attainment of normal retirement age. Benefits are payable beginning at normal retirement age or in reduced amounts upon early retirement. Participants 55 years of age or older with 5 or more years of credited service are entitled to early retirement benefits. The retirement benefits are based on the immediate cash balance account determined as of the participant's pension starting date. Benefits are also payable upon disability, death, or termination of employment.

1. Description of the Plan (continued)

Funding

The Company contributes such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to participants and satisfy the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements. The Plan has met the ERISA minimum funding requirements for 2011 and 2010.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to provisions set forth by ERISA. If the Plan were to terminate at some future time, its assets will generally 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's benefit guarantee, while other benefits may not be provided for at all.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP). Benefit payments to participants are recorded upon approval.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Most significantly, estimates are used in determining the actuarial present value of accumulated plan benefits. Actual results could differ from those estimates.

2. Significant Accounting Policies (continued)

New Accounting Standards

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurement,* to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended ASC 820 to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Investment Valuation and Income Recognition

The Plan's assets are included in the Libbey Inc. Master Retirement Trust (the Master Trust) along with the assets of the other pension plans of the Company and certain of its subsidiaries. The Master Trust holds an investment in a Harbor Capital Group Trust for Defined Benefit Plans (Group Trust). The trustee of the Plan is State Street Bank and Trust (State Street). The Group Trust is under a separate trust agreement, along with the assets of the other pension plans of the Company and OI and certain of its subsidiaries. The Group Trust assets are invested by designated advisors in various investments, including domestic and foreign corporate equity and debt issues, government securities, and real estate investment trusts. Earnings of the Group Trust are allocated to each plan based on the relative market values of each plan's net assets. These financial statements reflect the Plan's total interest in the net assets and transactions of the Group Trust as allocated by the trustee and any such other investments and transactions related solely to the Plan.

2. Significant Accounting Policies (continued)

The Master Trust also holds investments in three hedge funds at December 31, 2011. The funds are multi-strategy hedge funds. The investment objective is to achieve long-term equity-like returns with significantly less volatility than the equity markets. The Master Trust seeks to accomplish this investment objective by investing in a diversified portfolio of hedge funds.

The Plan's interests in the funds of the Group Trust are valued at the unit prices established by the trustee. Fair value is defined as 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 (i.e., an exit price). See Note 3 for further details.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management evaluated subsequent events for the Plan through October 11, 2012, the date the financial statements were available to be issued. Subsequent to year-end 2011, the Company contributed $79,700,000 to the Master Trust, including $21,000,000 to the Plan, to fully fund the Company's target obligations under ERISA, which has been included in the financial statements at December 31, 2011.

In July 2012, management of the Company approved the freezing of the Plan. As a result of this amendment, all future Company contribution credits will be frozen as of January 1, 2013. Interest credits will continue to accrue.

3. Fair Value Measurements

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Significant other observable inputs.

Level 3 – Significant unobservable inputs.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measurement in its entirety.

Master Trust investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2011 and 2010 (Level 1, 2, and 3 inputs are defined above):

	December 31, 2011 Fair Value Measurements Using Input Type			
	Level 1	**Level 2**	**Level 3**	**Total**
Master Trust investments:				
Short-term investments	**$ –**	**$ 3,158,808**	**$ –**	**$ 3,158,808**
Hedge funds	**–**	**–**	**30,130,608**	**30,130,608**
Investment in Group Trust	**–**	**187,735,941**	**–**	**187,735,941**
Total investments measured at fair value	**$ –**	**$190,894,749**	**$ 30,130,608**	**$221,025,357**

3. Fair Value Measurements (continued)

	December 31, 2010 Fair Value Measurements Using Input Type			
	Level 1	**Level 2**	**Level 3**	**Total**
Master Trust investments:				
Short-term investments	$ –	$ 3,070,430	$ –	$ 3,070,430
Hedge funds	–	–	27,763,110	27,763,110
Investment in Group Trust	–	175,253,408	–	175,253,408
Total investments measured at fair value	$ –	$178,323,838	$ 27,763,110	$206,086,948

Short-term investments represent non-interest-bearing cash accounts or short-term investments that are stated at amortized cost, which approximates fair value. The hedge fund investments are valued by using estimated month-end market value and performance numbers provided by the fund companies. The Plan is required to provide a 30-day advance written notice to liquidate its entire share in the Group Trust and between a 65- to 90-day advance written notice to liquidate certain investments in hedge funds.

The investment in the Group Trust consists of both equity and fixed income investments. The underlying equity investments are valued at the last reported sales price on their principal exchange on the valuation date, for which the market quotations are readily available. Fixed income investments are valued on a basis of valuations furnished by a trustee-approved independent pricing service, which determines valuations for normal institutional size trading units of such securities that are generally recognized at fair value as determined by the trustee.

Within the Group Trust's investment options, investments in corporate equity and debt issues or government securities are valued at quoted market prices. Foreign investments are valued in local currency at the last quoted sale or bid price on the market where the securities are traded and converted into U.S. dollars at the quoted exchange rates. Real estate investment trusts are valued at quoted market prices. Investments in commercial paper are valued at cost, plus accrued interest, which approximates fair value. Convertible mortgage notes receivable are valued at their principal amounts adjusted for the incremental value of related purchase options. Interest and dividend income are recorded as earned on the accrual basis.

See Note 5 for further information as to the Plan's interest in the Master Trust and the Group Trust.

3. Fair Value Measurements (continued)

The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 investments in hedge funds for the years ended December 31, 2011 and 2010

	2011	2010
Balance at January 1	**$ 27,763,110**	$ 23,694,100
Purchases	**10,663,723**	1,989,941
Sales	**(6,869,154)**	–
Realized and unrealized (losses) gains, net	**(1,427,071)**	2,079,069
Balance at December 31	**$ 30,130,608**	$ 27,763,110

Realized and unrealized losses and gains relating to both the investment in the Group Trust and investments in hedge funds are recorded in net investment gain from Master Trust in the accompanying statements of changes in net assets available for benefits.

4. Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to service rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated vested employees or their beneficiaries and (b) present employees or their beneficiaries.

An actuary from Towers Watson estimates the actuarial present value of accumulated plan benefits, which 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 benefit payments (by means of decrements for such factors as death, withdrawal, or early retirement) between the valuation date and the expected date of payment. The significant assumptions underlying the actuarial computations are:

Assumed rate of return	8.00% annually
Mortality basis	RP-2000 Mortality Table (projected to 2011, no collar adjustment)
Retirement age	Based on Company experience varying from ages 55–70
Actuarial cost method	Projected unit credit

4. Accumulated Plan Benefits (continued)

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

The accumulated plan benefit information as of December 31, 2010, is as follows:

	2010
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving benefits	$ 13,968,624
Other participants	31,199,299
	45,167,923
Nonvested benefits	1,476,555
Total	$ 46,644,478

Changes in the present value of accumulated plan benefits are as follows:

Actuarial present value of accumulated plan benefits as of December 31, 2009	$ 44,938,630
Increase (decrease) attributable to:	
Additional benefits accumulated	1,451,020
Interest due to decrease in the discount period	3,466,999
Benefits paid	(3,265,088)
Assumption changes	52,917
Net increase	1,705,848
Actuarial present value of accumulated plan benefits as of December 31, 2010	$ 46,644,478

5. Investment in Master Trust

All investment information disclosed in the accompanying financial statements, including the Plan's investment in the Master Trust as of December 31, 2011 and 2010, as well as the Plan's net gain from the investment in the Master Trust for the years then ended, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by State Street for the years then ended. At December 31, 2011 and 2010, the Plan's interest in the net assets of the Master Trust was approximately 17.8% and 17.2%, respectively.

5. Investment in Master Trust (continued)

The following table presents the fair or current value of the investments for the Master Trust at December 31:

	2011	2010
Master Trust:		
Short-term investments	**$ 3,158,808**	$ 3,070,430
Hedge funds	**30,130,608**	27,763,110
Group Trust	**187,735,941**	175,253,408
	$ 221,025,357	$ 206,086,948
Plan's value of interest in the Master Trust:		
Short-term investments	**$ 563,138**	$ 527,332
Hedge funds	**5,371,550**	4,768,186
Group Trust	**33,468,722**	30,098,967
	$ 39,403,410	$ 35,394,485

Investment gain of the Master Trust is as follows:

	Year Ended December 31	
	2011	2010
Net appreciation (depreciation) in fair value of investments:		
Group Trust	**$ 9,123,906**	$ 24,082,030
Hedge funds	**(1,427,071)**	2,079,069
	7,696,835	26,161,099
Interest and dividend income	**3,177**	5,950
	$ 7,700,012	$ 26,167,049
Plan's share of investment gain from the Master Trust	**$ 1,374,927**	$ 4,428,522

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated July 21, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2008.

7. Transactions With Parties in Interest

Fees paid by the Plan for trustee, legal, accounting, and other services rendered by parties in interest were based on customary and reasonable rates for such services.

8. Risks and Uncertainties

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

The Plan's contributions are made and the actuarial present value of accumulated plan benefits is 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 estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

9. Administrative Expenses

The Plan incurs administrative expenses directly related to the Plan, which consist primarily of trustee fees for investments held outside of the Master Trust, PBGC fees, and actuarial fees. These expenses are reported on the statements of changes in net assets available for benefits as administrative expenses. Administrative expenses related to the Master Trust are allocated to the Plan and are reflected in the net investment gain from Master Trust. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses are paid by the Company on behalf of the Plan.

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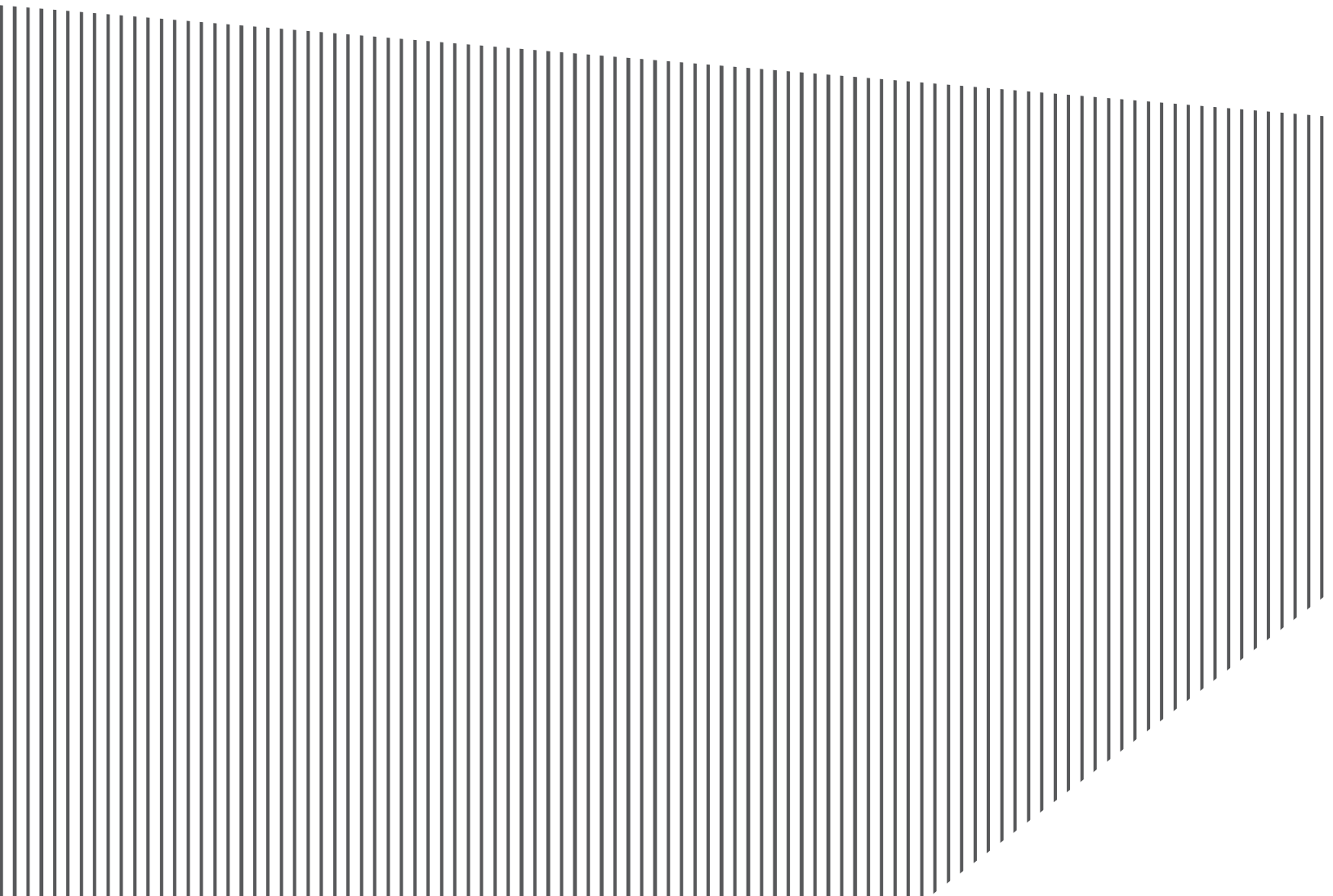

Form **5558** (Rev. June 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

► For Privacy Act and Paperwork Reduction Act Notice, see instructions.

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)

Libbey Inc.

Number, street, and room or suite no. (If a P.O. box, see instructions)

300 Madison Avenue

City or town, state, and ZIP code

Toledo OH 43699-0060

B Filer's identifying number (see instructions)

Employer identification number (EIN)

34-1559357

Social security number (SSN) (see instructions)

C	Plan name	Plan number	Plan year ending-- MM	DD	YYYY
1	Libbey Inc. Salaried Cash Balance Pension Plan	003	12	31	2011
2					
3					

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

1 I request an extension of time until 10 / 15 / 2012 to file Form 5500 series (see instructions).

Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

2 I request an extension of time until 10 / 15 / 2012 to file Form 8955-SSA (see instructions).

Note. A signature IS required if you are requesting an extension to file Form 8955-SSA.

The application **is automatically approved** to the date shown on line 1 and/or line 2 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 1 and/or line 2 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 *(see instructions)*

3 I request an extension of time until _____ to file Form 5330.

You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ► a

b Enter the payment amount attached . . . . . ► b

c For excise taxes under section 4980 or 4980F of the Code, enter the revision/amendment date . . . . ► c

4 **State in detail why you need the extension:**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ► [signature] **Date** ► 7/19/2012

Schedule SB, Part V – Summary of Plan Provisions

Plan Provisions

Name of plan	Libbey Inc. Salaried Cash Balance Pension Plan
Effective date	June 24, 1993
Amended and restated	January 1, 2008
Eligible employees	Employees of Libbey Glass Inc., Traex and World Tableware Inc., excluding collectively bargained employees, leased employees, temporary employees and employees of Drummond Glass Company of Syracuse China Company and employees hired after December 31, 2005.
Participation date	January 1 or July 1 coincident with or next following the first anniversary of the person's Employment Date.

Definitions

Benefit service	► Years and months of service in eligible class from Employment Date to Separation from Service Date. ► Includes credited service under the 1997 Plan through December 31, 1997. ► Disabled Employees continue to earn Benefit Service.
Pensionable pay	Compensation paid by an Employer as defined in the Plan: base salary including overtime pay, production schedule premium payments, incidental payments made in addition to base salary attributed to performance, shift differential, goal sharing, bonus and other incentive payments in the year paid plus 401(k) and Section 125 deferrals.
Social Security benefit	The amount of earning subject to the FICA Social Security tax in effect at beginning of the Plan Year.
Normal retirement date (NRD)	First of month on or after the attainment of age 65.
Opening account balance	For a participant on December 31, 1997, who is an active employee on January 1, 1998: single sum amount equal to 100% of the current value of the Accrued Benefit under the 1997 Plan at December 31, 1997, based on NRD (or if age 65 or older, December 31, 1997) and the actuarial assumptions in Appendix A of the plan document, including 7% interest and the 1983 GAM (unisex) mortality table (post-65 only).

Annual cash balance contribution

For each Plan Year after January 1, 1998, the Annual Cash Balance contribution equals Compensation times Contribution Percentage from schedule:

Contribution Percentage Schedule

Sum of age and years of Benefit Services	Contribution percentage of compensation under Social Security Wage Base	Contribution percentage of compensation at or above Social Security Wage Base
0 but less than 30	1.5%	3.0%
30 but less than 34	1.7	3.4
34 but less than 38	1.9	3.8
38 but less than 42	2.1	4.2
42 but less than 46	2.3	4.6
46 but less than 50	2.7	5.4
50 but less than 60	3.2	6.4
60 but less than 70	4.0	8.0
70 but less than 80	5.5	11.0
80 but less than 90	7.0	12.7
90 and over	9.0	14.7

Interest credits

Rates: 30-year Treasury Securities rate in effect as of the month of October (September average) of preceding Plan Year.
Minimum: 5%
Maximum 10%

Applied on last day of Plan Year to Cash Balance Account amount as of first date of each Plan Year.

Immediate cash balance account annuity

Annual amount of retirement income calculated as:
(a) Cash Balance Account
divided by
(b) Immediate annuity factor for one dollar of annual benefit under a life annuity option, based on actuarial assumptions in Appendix A of the plan document and age at pension starting date.

Projected annual amount that would be payable on NRD determined by:
(a) Current Cash Balance Account projected at interest rate equal to Interest Credit compounded annually for number of years and months to NRD
divided by

Deferred cash balance account annuity	(b) Immediate annuity factor for one dollar of annual benefit under a life annuity option, based on actuarial assumptions in Appendix A of the plan document at Normal Retirement Age.
Pension benefit	Greater of: (a) Immediate Cash Balance Account Annuity or (b) Minimum Accrued Benefit (set forth below)

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing five years of Benefit Service.
Postponed retirement	Retirement after NRD.
Deferred vested retirement	Termination for reasons other than death, disability or retirement after completing five years of Vesting Service.
Preretirement death	Death while vested and prior to receive a retirement benefit. Benefit may be paid to spouse or other beneficiary.

Benefits Paid Upon the Following Events

Normal retirement	Pension benefit as of NRD.
Early retirement	Pension benefit as of early retirement date.
Postponed retirement	Pension benefit as of postponed retirement date.
Deferred vested termination	Pension benefit as of early retirement date or later.
Preretirement death	Pension benefit as of death date payable as immediate annuity or lump sum (a surviving spouse may choose to defer payment). Benefit to spouse shall not be less than actuarial equivalent of 50% joint and survivor annuity amount.
Payment forms	▸ Single life ▸ 50%, 66-2/3%, 75% or 100% Joint and Survivor. ▸ Lump Sum ▸ Level Income

	Payment forms are calculated using conversion factors assuming the 1983 Group Annuity Mortality Unisex table for both the participant and the beneficiary and 7.00% interest. Spousal consent is required if a married participant chooses any option other than joint and survivor annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Minimum Accrued Benefit

Eligible employees	▸ Libbey Glass Inc. employee at December 31, 1997. ▸ As of December 31, 1997: – Age 45 – Ten or more years of Benefit Service – Combined age and years of Benefit Service equal 65 or more.
Duration	For years 1998 through 2007.

Definitions for Minimum Accrued Benefits

Average earnings	The average of the highest three consecutive calendar years of pensionable pay before 2008.
Pension benefit	1.212% of Average Earnings plus 0.176% of Average Earnings in excess of the Social Security Wage Base for each year of Benefit Service not in excess of 35, plus 0.5% of Average Earnings for each year of Benefit Service in excess of 35. The minimum benefit is $192 for each year of Benefit Service.

Eligibility for Minimum Accrued Benefits

Early retirement	Retirement before NRD and on or after both attaining age 55 and completing ten years of Benefit Service.
Preretirement death	Death while eligible for normal, early, postponed or deferred vested retirement benefits, with a surviving spouse.
Enhanced retirement	Retirement due to reduction in force (as described in Appendix B of the Plan document) or change in organization or operation while eligible for Minimum Accrued Benefit.

Monthly Minimum Accrued Benefits Paid Upon the Following Events

Normal retirement	Pension benefit as of NRD.
Early retirement	Pension benefit as of early retirement date, reduced 5/12ths of 1% for each month by which the participant's early retirement date precedes age 60. If the participant has at least 30 years of Benefit Service, early retirement benefits are unreduced.
Postponed retirement	Pension benefit as of actual retirement date.
Deferred vested retirement	Pension benefit as of terminated ate, reduced by actuarial equivalent factors if payments commence before the participant's NRD.
Preretirement death	25% of the participant's base salary as of the date of death for participants who are at least 35 years of age and have at least five years of Benefit Service. For participants under 35 years of age who have at least five years of Benefit Service, the benefit is equal to 50% of the pension benefit reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday. May be elected in lieu of cash balance account.
Enhanced retirement	Monthly pension benefit determined with special early retirement factors (found in Appendix B of Plan document).
Payment forms	▸ Single Life ▸ 50%, 66-2/3%, 75% or 100% Joint and Survivor ▸ Lump Sum ▸ Level Income Spousal consent is required if a married participant chooses any option other than joint and survivor annuity.

Plan Provisions Effective After January 1, 2011

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

Changes in Plan Provisions Valued Since Prior Year

None.

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

Economic Assumptions

Interest rate basis:	
► Applicable month	September 2010
► Yield curve basis	Segment rates
Interest rates:	
► First segment rate	3.78%
► Second segment rate	6.31%
► Third segment rate	6.57%
► Effective interest rate:	6.14%
Annual rates of increase:	
► Compensation	Graded
► Cash balance interest rate credit	5.50%
► Future Social Security wage bases	4.00%
► Statutory limits on compensation	N/A

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Demographic Assumptions

Mortality

- Preretirement — RP2000, projected to 2026, no collar adjustment.
- Postretirement — RP2000, projected to 2018, no collar adjustment.

Termination — Rates varying by age and service.

Sample rates:

Libbey Salaried

Age	Male	Female
25	0.1985	0.2450
40	0.0430	0.0650
55	0.0120	0.0180

Disability — Rates varying by age.

Sample rates:

Libbey Salaried

Age	Rate
25	0.0010
40	0.0015
55	0.0095

Retirement

Rates varying by age, service and year as indicated by the following representative rates for 2011, which gradually next few years to reach the ultimate rates in the year 2014 shown:

Libbey Salaried 2011 Rates

Age	Less than 30 years of service	30 or more years of service
55	5.50%	7.50%
56	5.50	7.20
57	4.50	6.90
58	4.50	12.60
59	5.00	15.35
60	7.50	17.50
61	5.00	20.00
62 – 63	14.00	29.00
64	29.00	34.00
65	47.00	47.00
66 – 67	37.50	37.50
68 – 69	46.50	46.50
70	100.00	100.00

Libbey Salaried 2014 Rates

Age	Less than 30 years of service	30 or more years of service
55	11.50%	13.50%
56	11.50	13.20
57	10.50	12.90
58	10.50	18.60
59	11.00	21.35
60	13.50	23.50
61	11.00	26.00
62 – 63	17.00	32.00
64	32.00	37.00
65	50.00	50.00
66 – 69	37.50	37.50
70	100.00	100.00

Benefit commencement date:	
► Preretirement death benefit	The later of the death of the active participant or the date the participant would have attained age 55.
► Deferred vested benefit	Age 65.
► Disability benefit	Upon disablement.
► Retirement benefit	Upon termination of employment.
Form of payment	Approximately 90% of eligible participants are assumed to elect a lump sum remainder are assumed to elect life annuity.
Percent married	80% of males.
Spouse age	Wife three years younger than husband.
Covered pay	Base pay for prior year plus the average of the prior three years' bonuses.
Administrative expenses	Return on asset assumption is net of any non-administrative expenses paid by the trust.
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year.
Funding target	Present value of accrued benefits.
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of fair value, including discounted contributions receivable (discounted using the effective interest rate for the 2010 plan year).
Benefits not valued	Benefits for participants who have terminated without vested rights, but may be rehired, were not valued. The preretirement survivor annuity for terminated vested participants was not explicitly valued. The enhancement retirement benefit was not valued.
Change in assumptions and methods since prior valuation	The funding interest rate was changed from the segment interest rates as of September 2009 to the segment interest rates as of September 2010. The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

Attachment to 2011 Form 5500
Schedule SB, line 32 - Schedule of Amortization Bases

Plan Name Libbey Inc. Salaried Cash Balance Pension Plan **EIN:** 34-1559357
Plan Sponsor's Name Libbey Inc. **PN:** 003

Type of Base	Present Value of Any Remaining Installments	Valuation Date	Years Remaining	Amortization Installment
Shortfall	4,141,065	01/01/2008	4	1,093,576
Shortfall	(1,218,203)	01/01/2009	5	(262,047)
Shortfall	8,350,388	01/01/2010	6	1,550,612
Shortfall	6,895,271	01/01/2011	7	1,134,476

Libbey Inc. Salaried Cash Balance Pension Plan
EIN: 34-1559357 PN:003
2011 Form 5500
Schedule SB, line 26 – Schedule of Active Participant Data

Schedule of Active Participant Data
Total Years of Credited Service

Attained Age		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	0	0	0	0	0	0	0	0	0	0
25 to 29	Count	1	1	8	0	0	0	0	0	0	0
30 to 34	Count	1	5	27	3	0	0	0	0	0	0
35 to 39	Count	0	6	18	18	2	0	0	0	0	0
40 to 44	Count	1	4	38	36	15	10	2	0	0	0
45 to 49	Count	0	7	29	27	10	13	7	1	0	0
50 to 54	Count	0	4	23	23	9	17	14	23	2	0
55 to 59	Count	0	3	19	19	4	3	5	24	19	1
60 to 64	Count	0	1	10	9	6	2	1	2	6	5
65 to 69	Count	0	0	1	2	0	1	0	0	0	0
70 & up	Count	0	0	1	0	0	0	1	0	0	0

Libbey Inc, Salaried Cash Balance Pension Plan
EIN: 34-1559357 PN:003
2011 Form 5500

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

Retirement Age (1)	Assumed Retirement Rate (2)	Number of Participants at Beginning (3)	Number of Participants Retiring (2) * (3) (4)	Product for Weighting (1) * (4) (5)
		Less than 30 years of service		
55	0.115	1,000.00	115.00	6,325.00
56	0.115	885.00	101.78	5,699.40
57	0.105	783.23	82.24	4,687.60
58	0.105	700.99	73.60	4,269.01
59	0.110	627.38	69.01	4,071.71
60	0.135	558.37	75.38	4,522.80
61	0.110	482.99	53.13	3,240.87
62	0.170	429.86	73.08	4,530.74
63	0.170	356.79	60.65	3,821.17
64	0.320	296.13	94.76	6,064.78
65	0.500	201.37	100.68	6,544.51
66	0.375	100.68	37.76	2,491.95
67	0.375	62.93	23.60	1,581.07
68	0.375	39.33	14.75	1,002.91
69	0.375	24.58	9.22	636.04
70	1.000	15.36	15.36	1,075.43
			1,000.00	60,564.99

Weighted Average Retirement Age:	60,564.99	/	1,000.00	=	60.56

	Greater than 30 years of service			
55	0.135	1,000.00	135.00	7,425.00
56	0.132	865.00	114.18	6,394.08
57	0.129	750.82	96.86	5,520.78
58	0.186	653.96	121.64	7,054.97
59	0.214	532.33	113.65	6,705.46
60	0.235	418.68	98.39	5,903.32
61	0.260	320.29	83.27	5,079.74
62	0.320	237.01	75.84	4,702.32
63	0.320	161.17	51.57	3,249.15
64	0.370	109.59	40.55	2,595.19
65	0.500	69.04	34.52	2,243.94
66	0.375	34.52	12.95	854.42
67	0.375	21.58	8.09	542.11
68	0.375	13.49	5.06	343.87
69	0.375	8.43	3.16	218.08
70	1.000	5.27	5.27	368.74
			1,000.00	59,201.17

Weighted Average Retirement Age:	59,201.17	/	1,000.00	=	59.20

Employee Average	# of employees				
Less than 30 years	452	*	60.56	=	27,373.12
Greater than 30 years	98	*	59.20	=	5,801.60
Total	550				33,174.72
Average					60.32

Attachment to 2011 Form 5500
Schedule SB, line 4 - Additional Information for Plans in At-Risk Status

Plan Name	Libbey Inc. Salaried Cash Balance Pension Plan	**EIN:**	34-1559357
Plan Sponsor's Name	Libbey Inc.	**PN:**	003

Describe the at-risk assumptions for the assumed form of payment.

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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.

A Name of plan

Libbey Inc. Salaried Cash Balance Pension Plan

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Libbey Inc.

D Employer Identification Number (EIN)

34-1559357

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2011

2	Assets:			
	a Market value		**2a**	38,040,771
	b Actuarial value		**2b**	35,553,472
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	303	15,891,658
	b For terminated vested participants	**3b**	277	6,418,652
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		1,304,271
	(2) Vested benefits	**3c(2)**		30,107,412
	(3) Total active	**3c(3)**	550	31,411,683
	d Total	**3d**	1,130	53,721,993
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [X]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	53,396,271
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		**4b**	55,024,879
5	Effective interest rate		**5**	6.14 %
6	Target normal cost		**6**	2,156,925

Statement by Enrolled Actuary

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

SIGN HERE JOSEPH A. PERKO

Signature of actuary

9/24/12

Date

JOSEPH A. PERKO

Type or print name of actuary

11-06491

Most recent enrollment number

TOWERS WATSON PENNSYLVANIA INC.

Firm name

(216) 937-4000

Telephone number (including area code)

1001 LAKESIDE AVENUE, SUITE 1900

CLEVELAND OH 44114-1172

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 [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 15.27 %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 6.54 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	66.58 %
15	Adjusted funding target attainment percentage	15	66.58 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	70.10 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	66.18 %

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	1,059,039				
07/15/2011	1,059,039				
10/14/2011	1,059,039				
01/13/2012	1,059,039				
05/31/2012	21,000,000				
			Totals • 18(b)	25,236,156	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	23,380,178

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
3.78 %	6.31 %	6.57 %	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	60

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	31a	2,156,925
b Excess assets, if applicable, but not greater than 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	18,168,521	3,516,617
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	5,673,542

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	5,673,542
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	23,380,178
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	17,706,636
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

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

42 Amount of acceleration adjustment	42	0
43 Excess installment acceleration amount to be carried over to future plan years	43	0

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan
Libbey Inc. Salaried Cash Balance Pension Plan

Employer Identification Number
34-1559357

Three-digit plan number ► 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	State Street Bank and Trust	Libbey Inc. Master Retirement	25,135,325	39,403,410
	Value of interest in the Libbe			
	Inc Master Retirement Trust			
*	Indicates a party-in-interest			
	to the plan			