# 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. . . . . ▶ [X]

**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
SAINT-GOBAIN RETIREMENT INCOME PLAN

**1b** Three-digit plan number (PN) ▶ 004

**1c** Effective date of plan 07/01/1941

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

SAINT-GOBAIN CORPORATION

P.O. BOX 860
750 SWEDESFORD RD.
VALLEY FORGE, PA 19482-0101

P.O. BOX 860
750 E. SWEDESFORD ROAD
VALLEY FORGE, PA 19482-0101

**2b** Employer Identification Number (EIN)
23-2615166

**2c** Sponsor's telephone number
610-341-7104

**2d** Business code (see instructions)
327900

**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. | 10/13/2012 | JOHN J. SWEENEY III, VICE PRESIDENT |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/13/2012 | JOHN J. SWEENEY III, VICE-PRESIDENT |
| | **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")
SAINT-GOBAIN CORPORATION

P.O. BOX 860
750 SWEDESFORD RD.
VALLEY FORGE, PA 19482-0101

**3b** Administrator's EIN
23-2615166

**3c** Administrator's telephone number
610-341-7104

**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** | 47441 |
| **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** | 10830 |
| **b** | Retired or separated participants receiving benefits | **6b** | 10333 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 11286 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 32449 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 2020 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 34469 |
| **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** | 132 |
| **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:
1G

**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)** | X | 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)** | X | 1 | **A** (Insurance Information) |
| **(4)** | X | | **C** (Service Provider Information) |
| **(5)** | X | | **D** (DFE/Participating Plan Information) |
| **(6)** | | | **G** (Financial Transaction Schedules) |

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
SAINT-GOBAIN RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500
SAINT-GOBAIN CORPORATION

**D** Employer Identification Number (EIN)
23-2615166

## Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
AETNA LIFE INSURANCE COMPANY

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | **(f)** From | **(g)** To |
| 06-6033492 | 60054 | GA4134 | 339 | 01/01/2011 | 12/31/2011 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| **(a)** Total amount of commissions paid | **(b)** Total amount of fees paid |
|---|---|
| 0 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| **b** | Premiums paid to carrier | 6b | |
| **c** | Premiums due but unpaid at the end of the year | 6c | |
| **d** | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | 7b | 3169030 |
| **c** | Additions: (1) Contributions deposited during the year | 7c(1) | | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 172534 | | |
| | (4) Transferred from separate account | 7c(4) | | | |
| | (5) Other (specify below) | 7c(5) | 812 | | |
| | ▶ PRIOR PERIOD INTEREST RATE CHANGE | | | | |
| | (6) Total additions | | | 7c(6) | 173346 |
| **d** | Total of balance and additions (add **b** and **c(6)**). | | | 7d | 3342376 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 64044 | | |
| | (2) Administration charge made by carrier | 7e(2) | 30658 | | |
| | (3) Transferred to separate account | 7e(3) | | | |
| | (4) Other (specify below) | 7e(4) | | | |
| | ▶ | | | | |
| | (5) Total deductions | | | 7e(5) | 94702 |
| **f** | Balance at the end of the current year (subtract **e(5)** from **d**) | | | 7f | 3247674 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

# 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
SAINT-GOBAIN RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 004

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

**D** Employer Identification Number (EIN)
23-2615166

**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** | 2249085713 |
| **b** | Actuarial value | | **2b** | 2162793210 |
| **3** | Funding target/participant count breakdown: | | **(1)** Number of participants | **(2)** Funding Target |
| **a** | For retired participants and beneficiaries receiving payment | **3a** | 17581 | 1387792921 |
| **b** | For terminated vested participants | **3b** | 14701 | 432149759 |
| **c** | For active participants: | | | |
| | **(1)** Non-vested benefits | **3c(1)** | | 38557162 |
| | **(2)** Vested benefits | **3c(2)** | | 818979187 |
| | **(3)** Total active | **3c(3)** | 15159 | 857536349 |
| **d** | Total | **3d** | 47441 | 2677479029 |
| **4** | If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ] | | | |
| **a** | Funding target disregarding prescribed at-risk assumptions | | **4a** | |
| **b** | Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor | | **4b** | |
| **5** | Effective interest rate | | **5** | 6.29 % |
| **6** | Target normal cost | | **6** | 54348688 |

**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**

| | |
|---|---|
| | 10/13/2012 |
| Signature of actuary | Date |
| DAVID WILLICK | 11-05498 |
| Type or print name of actuary | Most recent enrollment number |
| MERCER | 609-520-2548 |
| Firm name | Telephone number (including area code) |
| ONE UNIVERSITY SQUARE DRIVE<br>SUITE 100<br>PRINCETON, NJ 08540-6455 | |
| 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 11.84% | | |
| 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 6.68 % 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 | | |
| 12 | Other reductions in balances due to elections or deemed elections | | |
| 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 | 80.77 % |
| 15 | Adjusted funding target attainment percentage | 15 | 80.77 % |
| 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 | 90.02 % |
| 17 | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage | 17 | % |

## Part IV Contributions and liquidity shortfalls

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

| (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees | (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees |
|---|---|---|---|---|---|
| 04/15/2011 | 20685717 | | 07/13/2012 | 13916328 | |
| 07/15/2011 | 20685717 | | | | |
| 10/14/2011 | 14193521 | | | | |
| 01/13/2012 | 14193521 | | | | |
| 03/30/2012 | 161000000 | | | | |
| 04/13/2012 | 15131380 | | | | |
| | | | Totals ► 18(b) | 259806184 | 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 | 243121635 |

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** | 64 |

**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** | 54348688 |
| **b** Excess assets, if applicable, but not greater than 31a | **31b** | 0 |

**32** Amortization installments:

| | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 456188484 | 77557700 |
| **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** | 131906388 |

| | 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** | 131906388 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | **37** | 243121635 |

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

| | | |
|---|---|---|
| **a** Total (excess, if any, of line 37 over line 36) | **38a** | 111215247 |
| **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** | |
| **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<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2011**<br>**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
SAINT-GOBAIN RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500
SAINT-GOBAIN CORPORATION

**D** Employer Identification Number (EIN)
23-2615166

## Part I Service Provider Information (see instructions)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2011**

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

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

**A** Name of plan
SAINT-GOBAIN RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
SAINT-GOBAIN CORPORATION

**D** Employer Identification Number (EIN)
23-2615166

**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: SAINT-GOBAIN CORP DEF BEN MASTER TR

**b** Name of sponsor of entity listed in (a): SAINT-GOBAIN CORPORATION

| **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) |
|---|---|---|
| 04-3170702-001 | M | 1656107792 |

**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
SAINT-GOBAIN RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500
SAINT-GOBAIN CORPORATION

**D** Employer Identification Number (EIN)
23-2615166

## 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) | 50781505 | 204241229 |
| **(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) | 2197639573 | 1656107792 |
| **(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) | 3169030 | 3247674 |
| **(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 | 2251590108 | 1863596695 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | 71407211 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 71407211 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 2251590108 | 1792189484 |

## 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) | 259806184 | |
| **(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) | | 259806184 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 172534 | |
| **(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) | | 172534 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | 0 |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 168128551 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 428107269 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 124772231 | |
| (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) | | 124772231 |
| **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) | 3614767 | |
| (2) Contract administrator fees | 2i(2) | 30658 | |
| (3) Investment advisory and management fees | 2i(3) | 5429029 | |
| (4) Other | 2i(4) | 5555285 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 14629739 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 139401970 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | 288705299 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | 748105923 |

## Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PLANTE & MORAN, PLLC (2) EIN: 38-1357951

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

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

## Part IV Compliance Questions

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

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** | Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |
| **c** | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 20000000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | X | | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| SAINT-GOBAIN CONTAINERS, INC. RETIREMENT INCOME PLAN | 35-1958205 | 008 |
| | | |
| | | |
| | | |

# 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
SAINT-GOBAIN RETIREMENT INCOME PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500
SAINT-GOBAIN CORPORATION

**D** Employer Identification Number (EIN)
23-2615166

## 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** 0

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

EIN(s): 04-3170702

**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** 466

## 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: ___100% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

# Saint-Gobain
# Retirement Income Plan

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

**Supplemental Schedules**
**as of December 31, 2011**

# Saint-Gobain Retirement Income Plan
## Index to Financial Statements


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| Report of Independent Auditors | 1 |
| **Financial Statements:** | |
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| Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010 | 3 |
| Statement of Accumulated Plan Benefits as of December 31, 2010 and 2009 | 4 |
| Statement of Changes in Accumulated Plan Benefits for the years ended December 31, 2010 and 2009 | 5 |
| Notes to Financial Statements | 6-18 |
| **Supplemental Schedules:*** | |
| Schedule of Assets Held at End of Year | Schedule 1 |
| Schedule of Reportable Transactions | Schedule 2 |


* Other supplemental schedules have been omitted because they are not applicable.

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## Report of Independent Auditors

To the Participants and Administrator
of the Saint-Gobain Retirement Income Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Saint-Gobain Retirement Income Plan as of December 31, 2011 and 2010, the related statements of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of December 31, 2010 and 2009 and the related statement of changes in accumulated plan benefits for the years then ended and the supplemental schedules of Saint-Gobain Retirement Income Plan as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by State Street Bank & Trust Company, the trustee of the Plan, and Aetna Life Insurance Company, a custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee and Custodian hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the Trustee and Custodian as of December 31, 2011 and 2010 and for the years then ended that the information provided to the plan administrator by the Trustee and Custodian is complete and accurate.

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

Plante & Moran, PLLC

September 26, 2012
Elgin, Illinois

Praxity
MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

# Saint-Gobain Retirement Income Plan
## Statement of Net Assets Available for Benefits
## December 31, 2011 and 2010

| | 2011 | 2010 |
|---|---|---|
| **Assets** | | |
| Investments, at fair value: | | |
| Plan's interest in Saint-Gobain Corporation Master Trust (Note 9) | $1,656,107,792 | $2,197,639,573 |
| Immediate Participation Guarantee Contract, at contract value | 3,247,674 | 3,169,030 |
| Total investments | 1,659,355,466 | 2,200,808,603 |
| Receivables: | | |
| Employer contributions | 204,241,229 | 50,781,505 |
| Payables: | | |
| Transfer payable | 71,407,211 | - |
| **Net assets available for benefits** | $1,792,189,484 | $2,251,590,108 |

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

# Saint-Gobain Retirement Income Plan
## Statement of Changes in Net Assets Available for Benefits
## Years Ended December 31, 2011 and 2010

| | 2011 | 2010 |
|---|---|---|
| **Additions** | | |
| Investment income: | | |
| Plan's interest in the Saint-Gobain Corporation Master Trust investment income (Note 9) | $ 168,128,551 | $ 227,971,813 |
| Interest income | 172,534 | 169,154 |
| | 168,301,085 | 228,140,967 |
| Employer contributions | 259,806,184 | 88,832,668 |
| **Total additions** | 428,107,269 | 316,973,635 |
| **Deductions** | | |
| Benefits paid | 124,772,231 | 138,351,856 |
| Investment and administrative expenses | 14,629,739 | 15,221,930 |
| Transferred out | 748,105,923 | - |
| **Total deductions** | 887,507,893 | 153,573,786 |
| **Net (decrease) increase** | (459,400,624) | 163,399,849 |
| Net assets available for benefits, beginning of year | 2,251,590,108 | 2,088,190,259 |
| **Net assets available for benefits, end of year** | $ 1,792,189,484 | $ 2,251,590,108 |

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

# Saint-Gobain Retirement Income Plan
## Statement of Accumulated Plan Benefits
## December 31, 2010 and 2009

| | 2010 | 2009 |
|---|---|---|
| Actuarial present value of accumulated plan benefits: | | |
| Vested benefits: | | |
| Participants currently receiving benefit payments | $ 1,432,249,858 | $ 1,278,872,570 |
| Other vested participants | 1,407,284,439 | 1,274,351,299 |
| | 2,839,534,297 | 2,553,223,869 |
| Nonvested benefits | 39,237,868 | 36,363,635 |
| Total actuarial present value of accumulated plan benefits (see Note 2) | $ 2,878,772,165 | $ 2,589,587,504 |

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

# Saint-Gobain Retirement Income Plan
## Statement of Changes in Accumulated Plan Benefits
## Years Ended December 31, 2010 and 2009

| | 2010 | 2009 |
|---|---|---|
| Actuarial present value of accumulated plan benefits at beginning of year | $2,589,587,504 | $2,400,415,786 |
| Increase (decrease) during the year attributable to: | | |
| Benefits accumulated | 78,650,055 | 71,262,840 |
| Increase for interest due to decrease in discount period | 150,938,345 | 145,630,060 |
| Assumption change | 195,791,892 | 103,310,110 |
| Benefits paid | (138,351,856) | (132,205,741) |
| Plan amendments | 2,156,225 | 1,174,449 |
| Net increase | 289,184,661 | 189,171,718 |
| Actuarial present value of accumulated plan benefits at end of year (see Note 2) | $2,878,772,165 | $2,589,587,504 |

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

### 1. Description of Plan

The following brief description of the Saint-Gobain Retirement Income Plan (the "Plan") is intended to give a general summary of its principal provisions. Participants should refer to the plan document for more complete information.

#### General

The Plan is a defined benefit pension plan covering substantially all Saint-Gobain United States (U.S.) employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is an amalgamation of plan mergers and previous plans; therefore, requirements and benefits may vary considerably by location and/or business unit. The plan is administered by Saint-Gobain Corporation (the "Company"), and most Plan assets are held by the Saint-Gobain Corporation Master Trust (the "Trust").

#### Pension Benefits

Generally, employees with five or more years of service are entitled to annual pension benefits beginning at normal retirement age (65). Benefits are calculated as a percentage (currently 1.25%) of final five year average annual compensation times years of service, on an integrated career average formula, or as a flat dollar amount times years of service. Eligibility for early retirement with reduced benefits begins either at age 50 or age 55, after completion of 5 to 15 years of service. Participants forfeit the right to receive a portion of their accumulated plan benefits if they terminate before rendering five years of service. Participants may normally elect to receive their pension benefits in the form of a life annuity, as a joint and survivor annuity, or as of a certain period. Participants may also elect to receive the present value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination provided it does not exceed $10,000.

Generally, individuals hired on or after January 1, 2001 participate in a cash balance pension plan. Benefits under the cash balance portion of the Plan vest after three years of service. Under the cash balance pension plan, participant accounts receive both pay credits and interest credits on December 31 of each year. The pay credit is based on a participant's full years of service as of the first day of the plan year and is expressed as a percentage of pay for that year as follows: 1 to 8 years – 3%; 9 to 15 years – 3.5%; 16 or more – 4%. The interest credit is based on a participant's beginning-of-the-year account balance. The interest credit is reset each year to equal the average yield on the 30-year U.S. Treasury Bond during the month of November preceding the start of the year.

The Plan recognizes prior service while in the employment of Corning Glass Works (CGW) for vesting purposes; however, the benefits payable under the CGW pension plan are an obligation of CGW. The Plan is reimbursed for such benefits through Group Annuity Contract #GA-5267 held by Prudential Asset Management Company and funded by CGW. Benefits paid in 2011 and 2010 are net of such reimbursements of $1,219,695 and $1,279,587, respectively.

### Death and Disability Benefits

Generally, if a vested participant dies prior to receiving retirement benefits, a death benefit equal to 50% (joint and survivor benefits) of the participant's pension, calculated as if they had retired on the day of their death, is paid to the participant's spouse. If an unmarried vested participant dies prior to receiving retirement benefits, a death benefit of 60 monthly payments in the amount of pension, calculated as if they had retired on the day of their death, is paid to the employee's beneficiary. As defined in the plan documents, survivor benefits at some locations and/or business units may be different from those above.

Active participants who become totally and permanently disabled (as defined in the Plan) continue to accrue benefits until normal retirement date at the same earnings rate in effect at disablement. Disability benefits at some locations and/or business units may be different from those above.

### Investment and Administrative Expenses

The Plan pays all administrative expenses.

## 2. Summary of Significant Accounting Policies

***Use of Estimates***
The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

***Investment Valuation and Income Recognition***
The Plan's interest in the Trust is stated at fair value. Interest bearing cash represents investments in a short-term investment fund and is stated at current value. For purposes of determining fair value of the assets held by the Trust, investments in corporate stocks and registered investment companies are stated at fair market value using quoted market prices of a national securities exchange. The investments in U.S. government securities, corporate debt instruments, and collateralized mortgage obligations, are valued using quoted market prices and/or other market data for the same or comparable instruments or transactions in establishing the prices, discounted cash flow models, or other pricing models. Common and collective trusts are valued at net asset value per share (or its equivalent) of the fund, based on the fair market values of the underlying assets. The issuer or the investment manager values partnership and joint venture interests at fair value based on the equity of ownership.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Trust allows for the use of derivatives to help manage its investment mix in accordance with its investment strategy and policy. The derivatives most commonly used are highly-liquid exchange-traded equity futures. The use of derivative instruments is not believed to materially increase the credit or market risk of the Trust's investments. During 2011 and 2010, the Trust entered into equity futures contracts, with the objective of gaining exposure to the equities market, in order to maintain its investment mix in accordance with its investment strategy and policy. Futures contracts are valued at their quoted daily settlement prices. Fluctuations in the value of the contracts are recorded in the Trust's Statement of Net Assets Available for Benefits as an asset/(liability), and in the Statement of Changes in Net Assets Available for Benefits as net appreciation/(depreciation).

The Immediate Participation Guarantee Contract with Aetna Life Insurance Company (Aetna), the Custodian, covers approximately 150 hourly employees, principally from the Insulation Group's Kansas City, KS plant. Aetna guarantees and pays the benefits. This investment is recorded at contract value which represents costs plus accrued interest income. The average effective crediting interest rate was 5.56% for 2011 and 5.58% for 2010. Aetna adjusts the rate annually. A portion of the investment, $485,702 at December 31, 2011 and $566,324 at December 31, 2010, is not available for withdrawal by the Plan since it is held in reserve for benefits which Aetna guarantees.

Contributions to the Trust and payments of retirement benefits are accounted for specifically by the Plan. The Plan's relative interest in the Trust is determined based on its proportionate share of assets contributed to the Trust, as adjusted for contributions and retirement benefits. Realized gains and losses from security transactions and the change in unrealized appreciation or depreciation of investments and net investment income (interest and dividend income less expenses) are allocated monthly to the Plan based on its relative interest in the Trust. The Plan has an undivided interest in the Trust.

***Actuarial Present Value of Accumulated Plan Benefits***

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits.

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

The actuarial method in use is the Projected Unit Credit Actuarial Cost Method. The significant assumptions used in the valuation as of December 31, 2010 and 2009 were as follows:

| | | |
|---|---|---|
| 1. | Investment return | 5.50% per annum in 2010 and 6.00% in 2009 |
| 2. | Retirement age | Rates graded by age, ranging from 55 to 70 |
| 3. | Mortality table used | RP2000 Combined Active/Retiree Healthy Mortality Table, projected to 2018. |
| 4. | Termination | Rates graded by age, ranging from 20 to 55 |

The valuation reflects plan amendments which raised the benefit level for hourly employees at several locations. The effect of these plan amendments was an increase in the actuarial present value of accumulated plan benefits at December 31, 2010 and 2009 of $2,156,225 and $1,174,449, respectively.

The valuation reflects changes in actuarial assumptions.

*Changes since prior valuation:*

The following assumption has been changed since the January 1, 2010 valuation:

- The mortality table changed from the RP2000, combined, projected to 2012 to the RP2000, combined, projected to 2018.

The following assumption has been changed since the January 1, 2009 valuation:

- The mortality table changed from the RP2000, combined, projected to 2006 for males and females to the RP2000, combined, and projected to 2012 for males and females.

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

**New Accounting Pronouncement**

In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS. The standard clarifies existing fair value measurement and disclosure requirements and changes existing principles and disclosure guidance. Clarifications were made to the relevancy of the highest and best use valuation concept and measurement of an instrument classified in an entity's shareholder's equity. Changes to existing principles and disclosures included measurement of financial instruments managed within a portfolio, the application of premiums and discounts in fair value measurement, and additional disclosures related to fair value measurements. The updated guidance and requirements are effective for financial statements issued for the first annual period beginning after December 15, 2011. The adoption of this standard is not expected to have a material effect on the Plan's financial statement.

### Subsequent Events

The financial statements and related disclosures include evaluation of events up through and including September 26, 2012, which is the date the financial statements were available to be issued.

## 3. Fair Value Disclosure

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provides a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2011 and 2010, and the valuation techniques used by the Plan to determine those fair values.

**Level 1** - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

**Level 2** - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

**Level 3** - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

**Assets Measured at Fair Value on a Recurring Basis at December 31, 2011**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Balance at December 31, 2011 |
|---|---|---|---|
| **Assets** | | | |
| **Master Trust Investments:** | | | |
| Interest bearing cash [1] | $ - | $ 79,630,329 | $ 79,630,329 |
| U.S. Government securities | - | 550,510,757 | 550,510,757 |
| Corporate debt instruments | - | 436,694,796 | 436,694,796 |
| Corporate stocks - primarily U.S. equities | 690,269,615 | 1,087,133 | 691,356,748 |
| Collateralized mortgage obligations | - | 2,305,335 | 2,305,335 |
| Common/collective trusts: | | | |
| Equity [2] | - | 219,985,055 | 219,985,055 |
| Fixed income [3] | - | 3,163,279 | 3,163,279 |
| Registered investment companies - equities | 70,903,750 | 293,929,526 | 364,833,276 |
| Partner/joint venture interests | 1,300,923 | - | 1,300,923 |
| | $ 762,474,288 | $ 1,587,306,210 | $ 2,349,780,498 |

**Assets Measured at Fair Value on a Recurring Basis at December 31, 2010**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Balance at December 31, 2010 |
|---|---|---|---|
| **Assets** | | | |
| **Master Trust Investments:** | | | |
| Interest bearing cash [1] | $ - | $ 183,214,203 | $ 183,214,203 |
| U.S. Government securities | - | 540,395,420 | 540,395,420 |
| Corporate debt instruments | - | 42,859,781 | 42,859,781 |
| Corporate stocks - primarily U.S. equities | 751,542,837 | 1,047,224 | 752,590,061 |
| Collateralized mortgage obligations | - | 7,642,248 | 7,642,248 |
| Common/collective trusts: | | | |
| Equity [2] | - | 188,059,679 | 188,059,679 |
| Fixed income [3] | - | 47,845,076 | 47,845,076 |
| Registered investment companies - equities | 111,574,032 | 230,319,294 | 341,893,326 |
| Partner/joint venture interests | 1,665,455 | 88,419,645 | 90,085,100 |
| | $ 864,782,324 | $ 1,329,802,570 | $ 2,194,584,894 |

[1] Interest bearing cash - Short-term investments are valued at $1.00/unit, which approximates fair value. Amounts are generally invested in actively-managed common collective trust funds or interest bearing accounts.

[2] Common collective trust equity investments - This category represents investments in actively-managed common collective trusts that invest primarily in equity securities which may include common stocks, options, and futures.

[3] Common collective trust fixed income investments - This category represents investments in actively-managed common collective trusts that invest primarily in a variety of fixed income investments which may include corporate bonds, both U.S. and non-U.S. municipal securities, interest rate swaps, options, and futures.

There were no significant redemptions restrictions, redemption notification requirements, or unfunded commitments, except for certain investments in domestic equities totaling approximately $57 million with a redemption notice period of seven days for small redemptions and 30 days for redemption of all units of ownership.

The Plan and Trust also hold other assets and liabilities not measured at fair value on a reoccurring basis including accrued income, unsettled trades, accrued liabilities, payables, and contributions receivable. The fair value of these assets is equal to the carrying amounts in the accompanying financial statements due to the short maturity of such instruments.

## 4. Plan Transfer

Effective July 1, 2011, $655,219,000 was transferred to the new Saint-Gobain Containers Retirement Income Plan, created in expectation of a future initial public offering for the Verallia business. The remaining assets to be transferred were determined as a result of a 4044 calculation, and were transferred as of July 2, 2012.

## 5. Funding Policy

The Company contributes to the Plan at such times and in such amounts as considered necessary so that contributions are sufficient to provide benefits as actuarially calculated under the terms of the Plan. Contributions to the Plan are designed to fund at least the minimum required by ERISA. The Plan met the minimum funding requirements of ERISA for 2011 and 2010.

## 6. Tax Status

The Internal Revenue Service has determined and informed the Company by letter dated November 20, 2008, that the Plan and related Trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the trust and recognize a tax liability (or asset) if the trust has taken an uncertain position that more likely than not would not be sustained upon examination by the IRC. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2008.

**7. 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 the provisions set forth in the Plan and ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under the Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) up to the applicable limitations (discussed below).

c. All other vested benefits (that is, vested benefits not insured by the PBGC).

d. All nonvested benefits.

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

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

## 8. Risks and Uncertainties

Investment securities, in general, are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of the risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect the amounts reported in the statement of net assets available for benefits and statement of accumulated plan benefits.

## 9. Investments in the Trust

### Saint-Gobain Corporation Master Trust

The Plan is a participant in the Trust. State Street Bank & Trust Company is the Trustee.

The Trust consists of the Saint-Gobain Retirement Income Plan as of December 31, 2010 and both the Saint-Gobain Retirement Income Plan and the Saint-Gobain Containers Inc. Retirement Income Plan as of December 31, 2011.

The investments of the Plan, except the immediate participation guarantee contract held by Aetna Life Insurance Company at December 31, 2011 and 2010, are maintained in the Trust, which are held in trust by the Trustee.

### Derivative Instruments

The Master Trust is party to certain agreements, which are designed to manage exposures to foreign exchange and interest rate risks. The interest rate and foreign currency instruments are used for the purpose of hedging changes in the fair value of assets that result from interest rate changes and currency fluctuations, or as an efficient substitute for traditional securities. The plan investment policies specifically prohibit the use of derivatives for speculative purposes.

The net assets of the Plan reflect the fair value of the derivative instruments in a loss position as an offset against the fair value of derivative instruments in a gain position. Any gains or losses recognized on derivatives are recognized in current year investment income.

Asset and liability derivatives are included in investments on the statement of net assets.

For the years ended December 31, 2011 and 2010, a net gain of $920,042 and a net loss of $1,203,498, respectively, attributable to derivative instruments were recognized as investment income in the statement of changes in net assets.

The notional amount represents the contract amount, not the amount at risk. The notional amount of foreign currency instruments was approximately $0 and $14.9 million at December 31, 2011 and 2010. The notional amount of interest rate instruments was $(9.3) million and $30.6 million at December 31, 2011 and 2010, respectively. The derivatives settle in cash on a daily basis, based on daily market fluctuations. As such, they have no fair value at December 31, 2011 and 2010, respectively.

The investment managers, on behalf of the Master Trust, manage its foreign currency and interest rate counterparty credit risks by limiting exposure to and by monitoring the financial condition of each counterparty. In the unlikely event that a counterparty fails to meet the terms of a foreign currency or an interest rate instrument, the Master Trust's risk is limited to the fair value of the instrument.

**Statement of Net Assets Available for Benefits**

| | December 31, 2011 | December 31, 2010 |
|---|---|---|
| **Assets:** | | |
| Investments, at fair value: | | |
| Interest bearing cash | $ 79,630,329 | $ 183,214,203 |
| U.S. Government securities | 550,510,757 | 540,395,420 |
| Corporate debt instruments - preferred | 217,894,116 | 21,788,590 |
| Corporate debt instruments - all other | 218,800,680 | 21,071,191 |
| Corporate stocks - common | 689,840,990 | 751,802,133 |
| Corporate stocks - preferred | 1,515,758 | 787,928 |
| Collateralized mortgage obligation - residential | 1,883,175 | - |
| Collateralized mortgage obligation - commercial | 422,160 | 7,642,248 |
| Common/collective trusts | 223,148,334 | 235,904,755 |
| Registered investment companies | 364,833,276 | 341,893,326 |
| | 2,348,479,575 | 2,104,499,794 |
| Investment, at estimated fair value: | | |
| Partner/joint venture interests | 1,300,923 | 90,085,100 |
| **Total investments** | 2,349,780,498 | 2,194,584,894 |
| Cash | 209,052 | 571,810 |
| Receivables: | | |
| Accrued interest and dividends | 8,358,992 | 5,958,213 |
| Securities sold | 4,913,459 | 757,753 |
| Foreign exchange | 2,222,382 | 4,050,416 |
| Tax refunds | 412,305 | 393,280 |
| Other receivables | 52,340 | - |
| **Total receivables** | 15,959,478 | 11,159,662 |
| **Total assets** | 2,365,949,028 | 2,206,316,366 |
| **Liabilities:** | | |
| Payable for securities purchased | 16,870,434 | 4,330,855 |
| Foreign exchange | 2,220,514 | 4,038,161 |
| Interest payable | 10 | 307,777 |
| **Total liabilities** | 19,090,958 | 8,676,793 |
| **Net assets available for benefits** | $ 2,346,858,070 | $ 2,197,639,573 |

The Trust's investments (including gains and losses on investments bought and sold) appreciated in value by $155,300,326 and $192,775,249 during the years ended December 31, 2011 and 2010, respectively, as follows:

| | Years Ended December 31, | |
|---|---|---|
| | **2011** | **2010** |
| U.S. Government securities | $ 195,337,080 | $ 20,993,466 |
| Corporate debt instruments - preferred | 17,072,205 | 1,556,074 |
| Corporate debt instruments - all other | 14,747,226 | 1,108,848 |
| Corporate stocks - common | (34,775,343) | 100,338,571 |
| Corporate stocks - preferred | (26,523) | 356,765 |
| Partner/joint venture interests | 447,386 | 13,573,212 |
| Collateralized mortgage obligations - residential | 15,238 | 106,937 |
| Collateralized mortgage obligations - commercial | (33,888) | 217,940 |
| Common/collective trusts | (21,499,778) | 17,483,998 |
| Registered investment companies | (15,983,277) | 37,039,438 |
| | 155,300,326 | 192,775,249 |
| Dividends | 44,877,784 | 35,196,564 |
| | $ 200,178,110 | $ 227,971,813 |

At December 31, 2011 and 2010, the Plan owned 67.6% and 100% of the fair market value of the Trust's net assets, respectively.

**10. Unaudited Financial Information**

The following information, certified by the Trustee and Aetna Life Insurance Company (the "Custodian") as of and for the years ended December 31, 2011 and 2010, was relied upon in the preparation of the financial statements and supplemental schedules:

**Information Provided by State Street Bank and Trust Company**

1. Trust assets at December 31, 2011 and 2010 (Note 9)

2. Trust investment activity for the years ended December 31, 2011 and 2010 (Note 9)

3. The allocation of Trust assets and activity as of and for the years ended December 31, 2011 and 2010 amongst the Plans participating in the Master Trust

**Information Provided by Aetna Life Insurance Company**

1. Custodial assets at December 31, 2011 and 2010

2. Investment activity for the years ended December 31, 2011 and 2010

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, no auditing procedures were performed with respect to the information certified by the Trustee and Custodian other than comparison with information contained in the financial statements.

**11. Related Party Transactions**

Certain Trust investments, such as interest bearing cash, common/collective trusts, and registered investment companies are managed by the Trustee. The Immediate Participation Guarantee Contract is managed by Aetna Life Insurance Company, one of the Plan's custodians. Transactions in these investments, therefore, qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

# Saint-Gobain Retirement Income Plan

**Schedule of Assets Held at End of Year**
**Form 5500, Schedule H, Line 4j**
**EIN 23-2615166, Plan No. 004**
**December 31, 2011**

| Identity of Issue | Description of Asset | Cost | Current Value |
|---|---|---|---|
| Insurance Contract | Immediate Participation | | |
| Aetna Life Insurance Company* | Guarantee Contract | $ 3,247,674 | $ 3,247,674 |
| TOTAL ASSETS (HELD AT END OF YEAR) | | $ 3,247,674 | $ 3,247,674 |

* Aetna Life Insurance Company certified the insurance contract

# Saint-Gobain Retirement Income Plan

## Schedule of Reportable Transactions
## Form 5500, Schedule H, Line 4j
## EIN 23-2615166, Plan No. 004
## December 31, 2011

| (a) Identity of Party Involved | (b) Description of Asset | (c) Purchase Price | (d) Selling Price | (g) Cost of Asset | (h) Current Value of Asset on Transaction Date | (i) Net Gain (Loss) |
|---|---|---|---|---|---|---|
| Category (iii) - A series of transactions involving securities of the same issue that, when aggregated, involve an amount in excess of 5 percent of the current value of beginning fund assets: | | | | | | |
| Aetna Life Insurance Company | Immediate Participation Guarantee Contract: | | | | | |
| | 12 purchases | $ 172,533 | $ - | $ 172,533 | $ 172,533 | $ - |
| | 24 sales | - | 93,890 | 93,890 | 93,890 | - |

There were no Category (i), (ii), or (iv) reportable transactions during the year

# Saint-Gobain Retirement Income Plan

**Schedule of Assets Held at End of Year**
**Form 5500, Schedule H, Line 4j**
**EIN 23-2615166, Plan No. 004**
**December 31, 2011**

| Identity of Issue | Description of Asset | Cost | Current Value |
|---|---|---|---|
| Insurance Contract | Immediate Participation | | |
| Aetna Life Insurance Company* | Guarantee Contract | $ 3,247,674 | $ 3,247,674 |
| TOTAL ASSETS (HELD AT END OF YEAR) | | $ 3,247,674 | $ 3,247,674 |

* Aetna Life Insurance Company certified the insurance contract

# Saint-Gobain Retirement Income Plan

## Schedule of Reportable Transactions
## Form 5500, Schedule H, Line 4j
## EIN 23-2615166, Plan No. 004
## December 31, 2011

| (a) Identity of Party Involved | (b) Description of Asset | (c) Purchase Price | (d) Selling Price | (g) Cost of Asset | (h) Current Value of Asset on Transaction Date | (i) Net Gain (Loss) |
|---|---|---|---|---|---|---|
| Category (iii) - A series of transactions involving securities of the same issue that, when aggregated, involve an amount in excess of 5 percent of the current value of beginning fund assets: | | | | | | |
| Aetna Life Insurance Company | Immediate Participation Guarantee Contract: | | | | | |
| | 12 purchases | $ 172,533 | $ - | $ 172,533 | $ 172,533 | $ - |
| | 24 sales | - | 93,890 | 93,890 | 93,890 | - |

There were no Category (i), (ii), or (iv) reportable transactions during the year

# 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: Saint-Gobain Retirement Income Plan

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Saint-Gobain Corporation

**D** Employer Identification Number (EIN): 23-2615166

**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

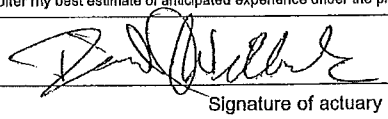
**1** Enter the valuation date: Month 1 Day 1 Year 2011

| | | | | |
|---|---|---|---|---|
| **2** | Assets: | | | |
| | **a** Market value | | **2a** | 2,249,085,713 |
| | **b** Actuarial value | | **2b** | 2,162,793,210 |
| **3** | Funding target/participant count breakdown: | | (1) Number of participants | (2) Funding Target |
| | **a** For retired participants and beneficiaries receiving payment | **3a** | 17,581 | 1,387,792,921 |
| | **b** For terminated vested participants | **3b** | 14,701 | 432,149,759 |
| | **c** For active participants: | | | |
| | (1) Non-vested benefits | **3c(1)** | | 38,557,162 |
| | (2) Vested benefits | **3c(2)** | | 818,979,187 |
| | (3) Total active | **3c(3)** | 15,159 | 857,536,349 |
| | **d** Total | **3d** | 47,441 | 2,677,479,029 |
| **4** | If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ] | | | |
| | **a** Funding target disregarding prescribed at-risk assumptions | | **4a** | |
| | **b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor | | **4b** | |
| **5** | Effective interest rate | | **5** | 6.29 % |
| **6** | Target normal cost | | **6** | 54,348,688 |

**Statement by Enrolled Actuary**

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

**SIGN HERE**



Signature of actuary

10/6/2012

Date

David Willick

Type or print name of actuary

11-05498

Most recent enrollment number

Mercer

Firm name

(609) 520-2548

Telephone number (including area code)

One University Square Drive
Suite 100
Princeton NJ 08540-6455

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 11.84 % | | |
| 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 6.68 % 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 | | |
| 12 | Other reductions in balances due to elections or deemed elections | | |
| 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 | 80.77 % |
| 15 | Adjusted funding target attainment percentage | 15 | 80.77 % |
| 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 | 90.02 % |
| 17 | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage | 17 | % |

## Part IV Contributions and liquidity shortfalls

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

| (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees | (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees |
|---|---|---|---|---|---|
| 04/15/2011 | 20,685,717 | | 07/13/2012 | 13,916,328 | |
| 07/15/2011 | 20,685,717 | | | | |
| 10/14/2011 | 14,193,521 | | | | |
| 01/13/2012 | 14,193,521 | | | | |
| 03/30/2012 | 161,000,000 | | | | |
| 04/13/2012 | 15,131,380 | | | | |
| | | | Totals • 18(b) | 259,806,184 | 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 | 243,121,635 |

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 | 64 |

**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 | 54,348,688 |
| **b** Excess assets, if applicable, but not greater than 31a | 31b | 0 |

| | Outstanding Balance | Installment |
|---|---|---|
| **32** Amortization installments: | | |
| **a** Net shortfall amortization installment | 456,188,484 | 77,557,700 |
| **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 | 131,906,388 |

| | 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 | 131,906,388 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | 37 | 243,121,635 |
| **38** Present value of excess contributions for current year (see instructions) | | |
| **a** Total (excess, if any, of line 37 over line 36) | 38a | 111,215,247 |
| **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 | |
| **43** Excess installment acceleration amount to be carried over to future plan years | 43 | |

## Schedule SB – Significant Events Occurring After January 1, 2011

As of June 30, 2011, the participants of the Containers business of Saint-Gobain were spun-off into a separate plan. The Minimum Required Contribution (MRC) for the 2011 plan year was determined as full MRC from 1/1/2011 to 6/30/2011 plus the MRC from 7/1/2011 - 12/31/2011 excluding Containers.

# 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: Saint-Gobain Retirement Income Plan

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Saint-Gobain Corporation

**D** Employer Identification Number (EIN): 23-2615166

**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

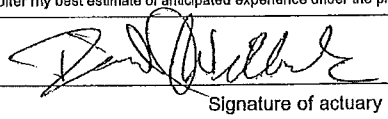
**1** Enter the valuation date: Month 1 Day 1 Year 2011

| | | | | |
|---|---|---|---|---|
| **2** | Assets: | | | |
| | **a** Market value | | **2a** | 2,249,085,713 |
| | **b** Actuarial value | | **2b** | 2,162,793,210 |
| **3** | Funding target/participant count breakdown: | | (1) Number of participants | (2) Funding Target |
| | **a** For retired participants and beneficiaries receiving payment | **3a** | 17,581 | 1,387,792,921 |
| | **b** For terminated vested participants | **3b** | 14,701 | 432,149,759 |
| | **c** For active participants: | | | |
| | (1) Non-vested benefits | **3c(1)** | | 38,557,162 |
| | (2) Vested benefits | **3c(2)** | | 818,979,187 |
| | (3) Total active | **3c(3)** | 15,159 | 857,536,349 |
| | **d** Total | **3d** | 47,441 | 2,677,479,029 |
| **4** | If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ] | | | |
| | **a** Funding target disregarding prescribed at-risk assumptions | | **4a** | |
| | **b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor | | **4b** | |
| **5** | Effective interest rate | | **5** | 6.29 % |
| **6** | Target normal cost | | **6** | 54,348,688 |

**Statement by Enrolled Actuary**

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

**SIGN HERE**



Signature of actuary

10/6/2012

Date

David Willick

Type or print name of actuary

11-05498

Most recent enrollment number

Mercer

Firm name

(609) 520-2548

Telephone number (including area code)

One University Square Drive
Suite 100
Princeton NJ 08540-6455

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 11.84 % | | |
| 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 6.68 % 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 | | |
| 12 | Other reductions in balances due to elections or deemed elections | | |
| 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 | 80.77 % |
| 15 | Adjusted funding target attainment percentage | 15 | 80.77 % |
| 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 | 90.02 % |
| 17 | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage | 17 | % |

## Part IV Contributions and liquidity shortfalls

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

| (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees | (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees |
|---|---|---|---|---|---|
| 04/15/2011 | 20,685,717 | | 07/13/2012 | 13,916,328 | |
| 07/15/2011 | 20,685,717 | | | | |
| 10/14/2011 | 14,193,521 | | | | |
| 01/13/2012 | 14,193,521 | | | | |
| 03/30/2012 | 161,000,000 | | | | |
| 04/13/2012 | 15,131,380 | | | | |
| | | | Totals • 18(b) | 259,806,184 | 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 | 243,121,635 |

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 | 64 |

**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 | 54,348,688 |
| **b** Excess assets, if applicable, but not greater than 31a | 31b | 0 |

| | Outstanding Balance | Installment |
|---|---|---|
| **32** Amortization installments: | | |
| **a** Net shortfall amortization installment | 456,188,484 | 77,557,700 |
| **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 | 131,906,388 |

| | 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 | 131,906,388 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | 37 | 243,121,635 |
| **38** Present value of excess contributions for current year (see instructions) | | |
| **a** Total (excess, if any, of line 37 over line 36) | 38a | 111,215,247 |
| **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 | |
| **43** Excess installment acceleration amount to be carried over to future plan years | 43 | |

## Schedule SB – Significant Events Occurring After January 1, 2011

As of June 30, 2011, the participants of the Containers business of Saint-Gobain were spun-off into a separate plan. The Minimum Required Contribution (MRC) for the 2011 plan year was determined as full MRC from 1/1/2011 to 6/30/2011 plus the MRC from 7/1/2011 - 12/31/2011 excluding Containers.

## Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 64.

All Employees other than BPB Hourly, BPB Salaried, Calmar, Carborundum Hourly, and SG Containers Hourly

| (1) Age | (2) Number of Employees Remaining | (3) Rate of Retirement | (4) Number of Employees Retiring | (5) (1) x (4) |
|---|---|---|---|---|
| 55 | 1,000.00 | 1.0% | 10.00 | 550.00 |
| 56 | 990.00 | 1.5% | 14.85 | 831.60 |
| 57 | 975.15 | 1.7% | 16.58 | 945.10 |
| 58 | 958.57 | 2.0% | 19.17 | 1,111.90 |
| 59 | 939.40 | 3.0% | 28.18 | 1,662.60 |
| 60 | 911.22 | 4.0% | 36.45 | 2,187.00 |
| 61 | 874.77 | 5.0% | 43.74 | 2,668.10 |
| 62 | 831.03 | 10.0% | 83.10 | 5,152.20 |
| 63 | 747.93 | 7.0% | 52.36 | 3,298.70 |
| 64 | 695.57 | 8.0% | 55.65 | 3,561.60 |
| 65 | 639.92 | 75.0% | 479.94 | 31,196.10 |
| 66 | 159.98 | 65.0% | 103.99 | 6,863.30 |
| 67 | 55.99 | 50.0% | 28.00 | 1,876.00 |
| 68 | 27.99 | 50.0% | 14.00 | 952.00 |
| 69 | 13.99 | 50.0% | 6.99 | 482.30 |
| 70 | 7.00 | 100.0% | 7.00 | 490.00 |
| | | | Average Retirement Age: | 63.83 |

BPB Salaried

| (1) Age | (2) Number of Employees Remaining | (3) Rate of Retirement Before Rule of 80 | (4) Rate of Retirement After Rule of 80 | (5) Weighted Average Rate of Retirement | (6) Number of Employees Retiring (2) x (5) | (7) (1) x (6) |
|---|---|---|---|---|---|---|
| 55 | 1,000.00 | 10.0% | 20.0% | 12.3% | 123.00 | 6,765.00 |
| 56 | 877.00 | 10.0% | 20.0% | 13.1% | 114.89 | 6,433.84 |
| 57 | 762.11 | 10.0% | 20.0% | 14.1% | 107.46 | 6,125.22 |
| 58 | 654.65 | 10.0% | 20.0% | 14.6% | 95.58 | 5,543.64 |
| 59 | 559.07 | 10.0% | 20.0% | 15.3% | 85.54 | 5,046.86 |
| 60 | 473.53 | 20.0% | 40.0% | 31.8% | 150.58 | 9,034.80 |
| 61 | 322.95 | 20.0% | 40.0% | 32.9% | 106.25 | 6,481.25 |
| 62 | 216.70 | 20.0% | 40.0% | 34.5% | 74.76 | 4,635.12 |
| 63 | 141.94 | 10.0% | 20.0% | 17.8% | 25.27 | 1,592.01 |
| 64 | 116.67 | 10.0% | 20.0% | 18.3% | 21.35 | 1,366.40 |
| 65 | 95.32 | 100.0% | 100.0% | 100.0% | 95.32 | 6,195.80 |
| | | | | Average Retirement Age: | | 59.22 |

## Schedule SB, Line 22 — Description of Weighted Average Retirement Age

BPB Hourly

| (1) Age | (2) Number of Employees Remaining | (3) Weighted Average Rate of Retirement | (4) Number of Employees Retiring (2) x (3) | (5) (1) x (4) |
|---|---|---|---|---|
| 55 | 1,000.00 | 5.0% | 50.00 | 2,750.0 |
| 56 | 950.00 | 5.0% | 47.50 | 2,660.0 |
| 57 | 902.50 | 5.0% | 45.13 | 2,572.1 |
| 58 | 857.38 | 5.0% | 42.87 | 2,486.4 |
| 59 | 814.51 | 5.0% | 40.73 | 2,402.8 |
| 60 | 773.78 | 10.0% | 77.38 | 4,642.7 |
| 61 | 696.40 | 15.0% | 104.46 | 6,372.1 |
| 62 | 591.94 | 30.0% | 177.58 | 11,010.1 |
| 63 | 414.36 | 15.0% | 62.15 | 3,915.7 |
| 64 | 352.21 | 15.0% | 52.83 | 3,381.2 |
| 65 | 299.37 | 100.0% | 299.37 | 19,459.4 |
| | | | Average Retirement Age: | 61.65 |

Calmar

| (1) Age | (2) Number of Employees Remaining | (3) Rate of Retirement | (4) Number of Employees Retiring | (5) (1) x (4) |
|---|---|---|---|---|
| 55 | 1,000.00 | 20.0% | 200.00 | 11,000.00 |
| 56 | 800.00 | 4.5% | 36.00 | 2,016.00 |
| 57 | 764.00 | 4.5% | 34.38 | 1,959.70 |
| 58 | 729.62 | 5.0% | 36.48 | 2,115.80 |
| 59 | 693.14 | 5.0% | 34.66 | 2,044.90 |
| 60 | 658.48 | 6.0% | 39.51 | 2,370.60 |
| 61 | 618.97 | 6.0% | 37.14 | 2,265.50 |
| 62 | 581.83 | 50.0% | 290.92 | 18,037.00 |
| 63 | 290.91 | 20.0% | 58.18 | 3,665.30 |
| 64 | 232.73 | 20.0% | 46.55 | 2,979.20 |
| 65 | 186.18 | 80.0% | 148.94 | 9,681.10 |
| 66 | 37.24 | 10.0% | 3.72 | 245.50 |
| 67 | 33.52 | 10.0% | 3.35 | 224.50 |
| 68 | 30.17 | 10.0% | 3.02 | 205.40 |
| 69 | 27.15 | 10.0% | 2.72 | 187.70 |
| 70 | 24.43 | 100.0% | 24.43 | 1,710.10 |
| | | | Average Retirement Age: | 60.71 |

## Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Carborundum Hourly

| (1) Age | (2) Number of Employees Remaining | (3) Rate of Retirement | (4) Number of Employees Retiring | (5) (1) x (4) |
|---|---|---|---|---|
| 55 | 1,000.00 | 3.0% | 30.00 | 1,650.00 |
| 56 | 970.00 | 3.0% | 29.10 | 1,629.60 |
| 57 | 940.90 | 3.0% | 28.23 | 1,609.10 |
| 58 | 912.67 | 3.0% | 27.38 | 1,588.00 |
| 59 | 885.29 | 3.0% | 26.56 | 1,567.00 |
| 60 | 858.73 | 25.0% | 214.68 | 12,880.80 |
| 61 | 644.05 | 1.0% | 6.44 | 392.80 |
| 62 | 637.61 | 10.0% | 63.76 | 3,953.10 |
| 63 | 573.85 | 1.0% | 5.74 | 361.60 |
| 64 | 568.11 | 1.0% | 5.68 | 363.50 |
| 65 | 562.43 | 100.0% | 562.43 | 36,558.00 |
| | | | Average Retirement Age: | 62.55 |

SG Containers Hourly

| (1) Age | (2) Number of Employees Remaining | (3) Rate of Retirement | (4) Number of Employees Retiring | (5) (1) x (4) |
|---|---|---|---|---|
| 55 | 1,000.00 | 15.0% | 150.00 | 8,250.00 |
| 56 | 850.00 | 6.0% | 51.00 | 2,856.00 |
| 57 | 799.00 | 6.0% | 47.94 | 2,732.60 |
| 58 | 751.06 | 6.0% | 45.06 | 2,613.50 |
| 59 | 706.00 | 6.0% | 42.36 | 2,499.20 |
| 60 | 663.64 | 6.0% | 39.82 | 2,389.20 |
| 61 | 623.82 | 6.0% | 37.43 | 2,283.20 |
| 62 | 586.39 | 22.0% | 129.01 | 7,998.60 |
| 63 | 457.38 | 10.0% | 45.74 | 2,881.60 |
| 64 | 411.64 | 10.0% | 41.16 | 2,634.20 |
| 65 | 370.48 | 100.0% | 370.48 | 2,481.20 |
| | | | Average Retirement Age: | 61.22 |

## Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

### *Actuarial assumptions*

| | |
|---|---|
| **Discount rate sponsor elections** | Segment rates with a 4 month look-back |
| ▪ First 5 years | 3.78% |
| ▪ Next 15 years | 6.31% |
| ▪ Over 20 years | 6.57% |
| **Effective interest rate (EIR)** | 6.29% |
| **Mortality sponsor elections** | |
| Healthy and disabled participants | 2011 PPA separate static annuitant and nonannuitant mortality tables |
| **Cash balance plans** | |
| Interest accumulation rate | Retirement Accumulation Plan 5.0%<br>Carborundum Salaried:<br>Regular interest credits 5.0%<br>Supplemental interest credits 7.5% |
| Whipsaw calculations | No |
| **Other economic assumptions** | |
| Salary increases | 3.50% per year |
| Flat-dollar benefit increases | 0.00% per year |
| Social Security wage base | 3.50% per year |
| Inflation | 3.00% per year |
| Expected investment return | 8.75% per year |
| Expenses | $6,596,000 added to current year's normal cost |
| **Demographic assumptions** | |
| Withdrawal | See table of sample rates. |
| Disability incidence | Incidence of disability equal to 50% of that developed in the Third Actuarial Valuation of the Railroad Retirement System. No participants becoming disabled are assumed to be eligible for Social Security disability benefits. |
| Retirement age | See table of sample rates. |
| Benefit commencement age for | |
| ▪ Future vested deferred | Unreduced retirement age |
| ▪ Current vested deferred | Unreduced retirement age |

## Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

| Spouse assumptions | Male participants | Female participants |
|---|---|---|
| ▪ Percentage married | 80.00% | 80.00% |
| ▪ Spouse age difference | 3 years younger | 3 years older |

| Form of payment | Life Annuity | 50% J&S | 100% J&S |
|---|---|---|---|
| ▪ Active retirements | 50% | 25% | 25% |
| ▪ Future vested deferred | 50% | 25% | 25% |
| ▪ Current vested deferred | 50% | 25% | 25% |
| ▪ Employees who are eligible for lump sum payments are assumed to elect lump sums. | | | |

| | |
|---|---|
| **Unpredictable contingent event assumptions** | Likelihood of event is de minimis. |

## Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

### Table of sample rates

*Withdrawal*

The percentage of employees expected to terminate within one year depends on age and length of service; typical percentages are as follows:

| | Percentage Expected to Terminate Service | |
|---|---|---|
| Age at Hire | 1st Year | 6th and Ultimate Years |
| 20 | 30% | 13.25% |
| 25 | 25 | 11.00 |
| 30 | 20 | 8.75 |
| 35 | 15 | 7.00 |
| 40 | 10 | 5.25 |
| 45 | 5 | 3.50 |
| 50 | 2 | 1.75 |
| 55 | 0 | 0.00 |

The turnover discounts for those in the 2nd to 5th years of service are smoothly graded between the percentages shown above.

*Retirement age*

Participants eligible for early retirement are expected to retire as follows:

| | | Hourly Participants | | |
|---|---|---|---|---|
| Retirement Age | Calmar | Carborundum Corporation | SG Containers | Everyone Else |
| 55 | 20.0% | 3.0% | 15.0% | 1.0% |
| 56 | 4.5 | 3.0 | 6.0 | 1.5 |
| 57 | 4.5 | 3.0 | 6.0 | 1.7 |
| 58 | 5.0 | 3.0 | 6.0 | 2.0 |
| 59 | 5.0 | 3.0 | 6.0 | 3.0 |
| 60 | 6.0 | 25.0 | 6.0 | 4.0 |
| 61 | 6.0 | 1.0 | 6.0 | 5.0 |
| 62 | 50.0 | 10.0 | 22.0 | 10.0 |
| 63 | 20.0 | 1.0 | 10.0 | 7.0 |
| 64 | 20.0 | 1.0 | 10.0 | 8.0 |
| 65 | 80.0 | 100.0 | 100.0 | 75.0 |
| 66 | 10.0 | | | 65.0 |
| 67 | 10.0 | | | 50.0 |
| 68 | 10.0 | | | 50.0 |
| 69 | 10.0 | | | 50.0 |
| 70 | 100.0 | | | 100.0 |

## Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

*Retirement age (cont.)*

| | BPB Salaried Participants | | |
|---|---|---|---|
| Retirement Age | Before Attainment of Rule of 80 | After Attainment of Rule of 80 | BPB Hourly Participants |
| 55 | 10.0 | 20.0 | 5.0 |
| 56 | 10.0 | 20.0 | 5.0 |
| 57 | 10.0 | 20.0 | 5.0 |
| 58 | 10.0 | 20.0 | 5.0 |
| 59 | 10.0 | 20.0 | 5.0 |
| 60 | 20.0 | 40.0 | 10.0 |
| 61 | 20.0 | 40.0 | 15.0 |
| 62 | 20.0 | 40.0 | 30.0 |
| 63 | 10.0 | 20.0 | 15.0 |
| 64 | 10.0 | 20.0 | 15.0 |
| 65 | 100.0 | 100.0 | 100.0 |

## Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

### *Actuarial methods*

### *Asset methods*

The asset valuation method is an annual average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset valuation is that, over time, it is slightly more likely to produce an actuarial value of assets less than the market value than an actuarial value that is greater than market.

### *Participant methods*

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants. Some participants who become disabled before retirement continue to earn credited service during their disability. We have valued these participants using the assumption that they will remain disabled until normal retirement.

### *Minimum funding method*

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **accrued liability** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an

## Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual are the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.

- This plan provides disability/death benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the accrued liabilities for all participants under the plan.

### *Unpredictable Contingent Event Benefits (UCEB's)*

Certain plans provide for supplemental benefits in the event of a plant closure or shut down. Under Pension Protection Act of 2006, the additional cost associated with these supplemental benefits are required to be included with the Funding Target. Saint-Gobain maintains a few union groups that contain these supplemental benefits. After careful consideration, it has been determined that there has been sufficient plant closures over the past 8 to 10 years so there is no expectation in the near to mid term to shut down any additional plants triggering these supplemental benefits. If all of the union groups with these supplemental benefits were to be shut down immediately there would be an immaterial increase (approximately .1%) in the Funding Target. Therefore, no additional liability is included with the January 1, 2011 Funding Target for these unpredictable contingent event benefits.

## Schedule SB, Part V — Summary of Plan Provisions

### *Benefits included or excluded*

Unless noted below, all benefits provided by the plan, are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **IRC Section 436 benefit restrictions:**
  - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
  - *Plan amendments:* See above.
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
  - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Unpredictable contingent event benefits:** This valuation does not value the plan's unpredictable contingent event benefits, which are summarized above, because the likelihood of an event is de minimis.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

## Schedule SB, Part V — Summary of Plan Provisions

### *Summary of plan provisions*

Following is a summary of the major plan provisions used to determine the plan's financial position. Hourly benefit levels that were reflected for the first time in this valuation are highlighted.

In general, benefits are converted from normal form to optional forms based on the GAR 94 mortality table and 6% interest.

These summaries should not be used in determining plan benefits.

Effective January 1, 2001, a cash balance plan was created. As of January 1, 2011, this plan covers most new hires.

An account balance was established for all salaried participants hired on or after January 1, 2001 and for all non-union hourly participants hired on or after January 1, 2008. This account was initially set at zero and increases annually by pay and interest credits.

An account balance was established for union hourly participants at the locations specified below who were hired on or after the dates shown below. This account was initially set at zero and increases annually by pay and interest credits.

| | |
|---|---|
| **Akron Hourly** | |
| Diamond Street | 11/14/2010 |
| Soddy-Daisy | 04/29/2010 |
| **BPB (Gypsum) Hourly** | |
| Cody | 06/30/2009 |
| L'Anse | 11/20/2008 |
| **Carborundum Corporation Hourly** | |
| Niagara Falls | 01/01/2010 |
| **CertainTeed Corporation Hourly** | |
| Avery | 11/01/2009 |
| Shakopee-Teamsters | 05/01/2010 |
| Shakopee-Engineers | 05/01/2010 |
| Hagerstown | 12/15/2010 |
| Kansas City #7 | 03/01/2010 |
| **SG Containers (GMP union)** | |
| ANC 007 | 04/01/2008 |
| ANC 033 | 04/01/2008 |
| Ball Hourly | 04/01/2008 |
| Heye Hourly | 04/01/2008 |

## Schedule SB, Part V — Summary of Plan Provisions

Union hourly participants at the following locations continue to allow new hires to accrue benefits under the flat dollar formula as of January 1, 2011.

**Akron Hourly**
Gilchrist Road

**BPB (Gypsum) Hourly**
Ft. Dodge

**CertainTeed Corporation Hourly**
Celotex – Freemont
Athens
Berlin Service Center

**Cohart Hourly**
Buckhannon

**Containers Hourly (AFGW union)**
ANC 007
ANC 033
Ball Hourly
Heye Hourly

## Schedule SB, Part V — Summary of Plan Provisions

## *Contents*

Akron Hourly
Bird Incorporated
BPB (Gypsum) Hourly
BPB (Gypsum) Salaried
Calmar
Carborundum Abrasives Company
Carborundum Corporation Hourly
Carborundum Corporation Salaried
CertainTeed Hourly
CertainTeed Salaried
ChemFab
Coated Abrasives Hourly
Corhart Hourly
Corhart Salaried
Furon Hourly – CHR Industries
Norandex Union
Norton Unified
Saint-Gobain Retirement Accumulation Plan
SG Containers – ANC 007
SG Containers – ANC 033
SG Containers – Ball Hourly
SG Containers – Heye Hourly
SG Containers – Heye Salaried
SG Containers – Salaried
Solon Technologies Hourly

## Schedule SB, Part V — Summary of Plan Provisions

### Akron Hourly

| | Bryan Plant | Diamond Street |
|---|---|---|
| *Effective Date* | January 1, 1980, as amended to date. | November 18, 1961, as amended to date. |
| *Eligibility* | Immediate. | Immediate. |
| *Normal Retirement* | Age 65. | Age 65. |
| *Early Retirement* | Age 55 and 10 years of service. | Age 55 and 10 years of service. |
| *Disability Retirement* | 15 years of service. | 10 years of service. |
| *Normal Retirement Benefit* | Years of service with a maximum of 35 years, multiplied by the monthly benefit level below:<br>Effective:<br>September 1, 2001 – $26.00 | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>November 12, 2006 - $32.00<br>**November 14, 2010 – $37.00** |
| *Early Retirement Benefit* | Benefit is reduced .5% per month prior to age 65. | Benefit is reduced .4% per month prior to age 65. |
| *Disability Benefit* | $50 per month. | Payable at age 65 based on continued service to age 65 and the benefit multiplier in effect at disablement. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. | Life annuity guaranteed for 5 years. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement. |
| *Termination and Vesting* | 5 years of service. | 5 years of service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Akron Hourly (continued)

| | Gilchrist Road | Ravenna Ceramics |
|---|---|---|
| *Effective Date* | October 1, 1964, as amended to date. | January 1, 1980, as amended to date. |
| *Eligibility* | Immediate. | Immediate. |
| *Normal Retirement* | Age 65. | Age 65. |
| *Early Retirement* | Age 55 and 15 years of service. | Age 55 and 5 years of service. |
| *Disability Retirement* | 10 years of service. | 5 years of service. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>February 1, 2009 – $39.00<br>**February 1, 2011 – $41.00** | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>November 17, 2003 – $28.75 |
| *Early Retirement Benefit* | Benefit is reduced .4% per month prior to age 65. | Benefit is reduced .5% per month prior to age 65. |
| *Disability Benefit* | $31.00 per month per year of service. | $250 per month. |
| *Form of Payment* | Life annuity guaranteed for 5 years. | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement. |
| *Termination and Vesting* | 5 years of service. | 5 years of service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Akron Hourly (continued)

| | Soddy-Daisy Plant | Tallmadge Fabrication |
|---|---|---|
| *Effective Date* | May 2, 1976, as amended to date. | May 1, 1969, as amended to date. |
| *Eligibility* | Immediate. | Immediate. |
| *Normal Retirement* | Age 65. | Age 65. |
| *Early Retirement* | Age 55 and 15 years of service. | Age 55 and 5 years of service. |
| *Disability Retirement* | 15 years of service. | 5 years of service. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>May 5, 2007 – $32.00<br>**April 28, 2010 – $34.00** | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>April 1, 2002 – $26.75 |
| *Early Retirement Benefit* | Benefit is reduced .5% per month prior to age 65. | Benefit is reduced .5% per month prior to age 65. |
| *Disability Benefit* | $250 per month. | $250 per month. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement. |
| *Termination and Vesting* | 5 years of service. | 5 years of service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Akron Hourly (continued)

| | **Quartz International** |
|---|---|
| *Effective Date* | January 1, 2001, as amended to date. |
| *Eligibility* | Immediate. |
| *Normal Retirement* | Age 65. |
| *Early Retirement* | Age 55 and 10 years of service. |
| *Disability Retirement* | 15 years of service. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>January 1, 2001 – $25.00 |
| *Early Retirement Benefit* | Benefit is reduced .5% per month prior to age 65. |
| *Disability Benefit* | $50 per month. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement. |
| *Termination and Vesting* | 5 years of service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Bird Incorporated

| | |
|---|---|
| *Effective Date* | January 1, 1963, as amended to date. |
| *Normal Retirement Date* | The date as listed by individual in the plan document. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is listed by participant in the plan document. Effective June 30, 1982 the plan was frozen and all benefits were fully vested. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### BPB (Gypsum) Hourly

| | Apex, NV | Carrollton, KY |
|---|---|---|
| *Effective Date* | July 26, 2000, as amended to date. | July 26, 2000, as amended to date. |
| *Eligibility* | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. The earliest eligibility date is April 26, 2002. | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. |
| *Vesting Service* | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Vesting service is not credited prior to December 15, 2000. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. |
| *Benefit Service* | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Benefit service is not credited prior to April 26, 2002. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. |
| *Normal Retirement* | Age 65 and 5 years of vesting service. | Age 65 and 5 years of vesting service. |
| *Early Retirement* | Age 50 and 10 years of vesting service. | Age 50 and 10 years of vesting service. |
| *Disability Retirement* | None. | None |
| *Normal Retirement Benefit* | Years of benefit service multiplied by the monthly benefit level below:<br>Effective:<br>April 1, 2006 – $24.50 | Years of benefit service multiplied by the monthly benefit level below:<br>Effective:<br>April 1, 2006 - $24.50 |
| *Early Retirement Benefit* | Benefit is reduced actuarially prior to age 65. | Benefit is reduced actuarially prior to age 65. |
| *Disability Benefit* | None. | None. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. |
| *Termination and Vesting* | 5 years of vesting service. | 5 years of vesting service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### BPB (Gypsum) Hourly (continued)

| | Cody, WY | Ft. Dodge, LA |
|---|---|---|
| *Effective Date* | July 26, 2000, as amended to date. | July 26, 2000, as amended to date. |
| *Eligibility* | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. |
| *Vesting Service* | Hours worked divided by 1,000 but not greater than 1 in any given year. | Hours worked divided by 1,000 but not greater than 1 in any given year. |
| *Benefit Service* | Hours worked divided by 2,080 but not greater than 1 in any given year. | Hours worked divided by 1,900 but not greater than 1 in any given year. |
| *Normal Retirement* | Age 65 and 5 years of vesting service. | Age 65 and 5 years of vesting service. |
| *Early Retirement* | Age 55 and 15 years of vesting service. | Age 55 and 15 years of vesting service. |
| *Disability Retirement* | 5 years of vesting service. | 10 years of vesting service. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>July 1, 2010 – $22.00 | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>September 1, 2010 – $26.00 |
| *Early Retirement Benefit* | Benefit is reduced actuarially prior to age 65. | Benefit is reduced actuarially prior to age 65. |
| *Disability Benefit* | Accrued normal retirement benefit offset by Workers' Comp, if applicable. | Accrued normal retirement benefit offset by Workers' Comp, if applicable. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. |
| *Termination and Vesting* | 5 years of vesting service. | 5 years of vesting service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### BPB (Gypsum) Hourly (continued)

| | Jacksonville, FL | Junction City, KS |
|---|---|---|
| *Effective Date* | July 26, 2000, as amended to date. | July 26, 2000, as amended to date. |
| *Eligibility* | January 1 next following age 20½ and 6 months of vesting service on 1,000 hours of service, whichever is earlier. | January 1 next following age 20½ and 6 months of vesting service on 1,000 hours of service, whichever is earlier. The earliest eligibility date is April 1, 2004. |
| *Vesting Service* | Hours worked divided by 1,000 but not greater than 1 in any given plan year. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. |
| *Benefit Service* | Hours worked divided by 1,400 but not greater than 1 in any given plan year. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Benefit Service is not credited prior to April 1, 2004. |
| *Normal Retirement* | Age 65 and 5 years of vesting service. | Age 65 and 5 years of vesting service. |
| *Early Retirement* | Age 60 and 10 years of vesting service. | Age 50 and 10 years of vesting service. |
| *Disability Retirement* | 10 years of vesting service. | None. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>March 1, 2009 – $26.75 | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>April 1, 2006 – $24.50 |
| *Early Retirement Benefit* | Benefit is reduced .5% per month prior to age 65.<br>Special early retirement provisions may apply in the event of a plant or department shutdown. | Benefit is reduced actuarially prior to age 65. |
| *Disability Benefit* | Accrued normal retirement benefit offset by Workers' Comp, if applicable with a minimum of $65 per month. | None. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. |
| *Termination and Vesting* | 5 years of vesting service. | 5 years of vesting service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### BPB (Gypsum) Hourly (continued)

| | L'Anse, MI | Largo, IN |
|---|---|---|
| *Effective Date* | July 26, 2000, as amended to date. | July 26, 2000, as amended to date. |
| *Eligibility* | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. |
| *Vesting Service* | Hours worked divided by 1,000 but not greater than 1 in any given plan year. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. |
| *Benefit Service* | Hours worked divided by 1,900 but not greater than 1 in any given plan year. | Hours worked divided by 2,080 but not greater than 1 in any given plan year. |
| *Normal Retirement* | Age 65 and 5 years of vesting service. | Age 65 and 5 years of vesting service. |
| *Early Retirement* | Age 55 and 15 years of vesting service. | Age 55 and 15 years of vesting service. |
| *Disability Retirement* | 10 years of vesting service. | 15 years of vesting service. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>September 22, 2010 – $30.50 | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>January 26, 2008 – $23.00 |
| *Early Retirement Benefit* | Benefit is reduced actuarially prior to age 65. | Benefit is reduced actuarially prior to age 65. |
| *Disability Benefit* | Accrued normal retirement benefit offset by Workers' Comp if applicable. | Accrued normal retirement benefit offset by Workers' Comp if applicable. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. | Life annuity. If married reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. |
| *Termination and Vesting* | 5 years of vesting service. | 5 years of vesting service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### BPB (Gypsum) Hourly (continued)

| | Mohave County, AZ | Nashville, AR |
|---|---|---|
| *Effective Date* | July 26, 2000, as amended to date. | July 26, 2000, as amended to date. |
| *Eligibility* | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. The earliest eligibility date is April 26, 2002. | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. The earliest eligibility date is April 26, 2002. |
| *Vesting Service* | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Vesting Service is not credited prior to December 15, 2000. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. |
| *Benefit Service* | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Benefit Service is not counted prior to April 26, 2002. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Benefit Service is not counted prior to April 26, 2002. |
| *Normal Retirement* | Age 65 and 5 years of vesting service. | Age 65 and 5 years of vesting service. |
| *Early Retirement* | Age 50 and 10 years of vesting service. | Age 50 and 10 years of service. |
| *Disability Retirement* | None. | None. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>April 1, 2006 – $24.50 | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>April 1, 2006 – $24.50 |
| *Early Retirement Benefit* | Benefit is reduced actuarially prior to age 65. | Benefit is reduced actuarially prior to age 65. |
| *Disability Benefit* | None. | None. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. |
| *Termination and Vesting* | 5 years of vesting service. | 5 years of vesting service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### BPB (Gypsum) Hourly (continued)

| | Plymouth, WI | St. George, UT |
|---|---|---|
| *Effective Date* | July 26, 2000, as amended to date. | July 26, 2000, as amended to date. |
| *Eligibility* | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. | January 1 next following age 20½ and 6 months of vesting service or 1,000 hours of service, whichever is earlier. The earliest eligibility date is April 26, 2002. |
| *Vesting Service* | Hours worked divided by 1,000 but not greater than 1 in any given plan year. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Vesting Service is not credited prior to December 15, 2000. |
| *Benefit Service* | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Benefit Service is not credited prior to April 1, 2004. | Hours worked divided by 1,000 but not greater than 1 in any given plan year. Benefit Service is not credited prior to April 26, 2002. |
| *Normal Retirement* | Age 65 and 5 years of vesting service. | Age 65 and 5 years of vesting service. |
| *Early Retirement* | Age 50 and 10 years of vesting service. | Age 50 and 10 years of vesting service. |
| *Disability Retirement* | None. | None. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>April 1, 2006 – $24.50 | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>April 1, 2006 – $24.50 |
| *Early Retirement Benefit* | Benefit is reduced actuarially prior to age 65. | Benefit is reduced actuarially prior to age 65. |
| *Disability Benefit* | None. | None. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement and Joint and Survivor coverage. |
| *Termination and Vesting* | 5 years of vesting service. | 5 years of vesting service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### BPB (Gypsum) Salaried

| | |
|---|---|
| *Effective Date* | July 26, 2000, as amended to date. |
| *Eligibility* | An employee becomes a member of the plan on the January 1 following the attainment of age 20½ and the completion of six months of service.<br><br>Employees from the following acquisitions became participants as of the date shown below. Pre acquisition service from date of hire is credited towards eligibility except for Western Mining and Minerals whose eligibility service starts from 12/15/2000.<br><br>**Company** — **Date of Participation**<br>Celotex — July 26, 2000<br>James Hardie Gypsum — April 26, 2002<br>Western Mining Minerals — April 26, 2002<br>Marco — April 1, 2004<br>Capaul — April 1, 2004<br><br>Benefit service is credited from date of hire for Celotex employees and date of participation for all other acquired companies. |
| *Normal Retirement* | The first day of the month next following the later of a member's 65th birthday or the 5th anniversary of plan participation. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 50th birthday and completion of 10 years of service. |
| *Normal Retirement Benefit* | *For Employees Born Before 1938*<br>(i) .90% of average monthly compensation multiplied by years of service, plus<br>(ii) .75% of average monthly compensation in excess of Covered Compensation multiplied by years of service not in excess of 35 years.<br><br>*For Employees Born in the Years 1938 through 1954*<br>(i) .90% of average monthly compensation multiplied by years of service, plus<br>(ii) .70% of average monthly compensation in excess of Covered Compensation multiplied by years of service not in excess of 35 years.<br><br>*For Employees Born after 1954*<br>(i) .90% of average monthly compensation multiplied by years of service, plus<br>(ii) .65% of average monthly compensation in excess of Covered Compensation multiplied by years of service not in excess of 35 years.<br><br>Each of the above benefits is reduced by the Terminated Plan Annuity Benefit, if any.<br><br>The minimum benefit amount payable to an employee who is eligible for a Normal Retirement Benefit shall be determined by applying whichever of the above formulas is applicable, but counting only years of service after December 31, 1988, and without any reduction for the Terminated Plan Annuity Benefit. |

## Schedule SB, Part V — Summary of Plan Provisions

### BPB (Gypsum) Salaried (continued)

| | |
|---|---|
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined as for normal retirement except it is based on credited service and average monthly compensation at the early retirement date. If payment commences before the normal retirement date the benefit is reduced actuarially.<br>Benefits for participants who retire on or after age 62 and after completing 30 years of service are not reduced for early commencement. |
| *Rule of 80 Retirement Benefit* | A member may retire with no actuarial reduction when his age plus years of service total 80 or more. The benefit is determined as for normal retirement except it is based on credited service and average monthly compensation at the actual date of retirement. The percentages in part (ii) of the normal retirement benefit formulas will be reduced if necessary to comply with regulations.<br>Effective November 30, 2006, benefits earned after January 1, 2007 are not eligible for the Rule of 80 provisions. |
| *Disability Benefit* | The benefit is computed the same way as early retirement with no special provisions. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal mode of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to 50% of the member's accrued benefit actuarially reduced for early commencement.<br>These benefits are payable commencing on the member's earliest retirement date. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he becomes fully vested in the amount of his accrued benefit. Participants who terminated employment due to the closing of Port Clinton, Quincy, Dittston, and Lagro plants became 100% vested regardless of years of vesting service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Calmar

| | |
|---|---|
| *Effective Date* | January 1, 1959, as amended to date. |
| *Eligibility* | Age 21 and one year of service. |
| *Normal Retirement* | The first day of the month coincident with or next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 10 years of service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is: (A)+(B)+(C), not less than (D) or (E).<br>(A) 1.1% of average monthly compensation below covered compensation times year of credited service up to 35 years.<br>(B) 1.5% of average monthly compensation above covered compensation times years of credited service up to 35 years.<br>(C) 1.3% of average monthly compensation times years of service in excess of 35 years.<br>(D) $8.00 per month per year of service.<br>(E) The frozen accrued benefit calculated under the Realex Corporation Retirement Income Plan as of July 31, 1989. |
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined in the same manner as at normal retirement except it is based on credited service and average monthly compensation at the early retirement date. Early retirement benefits are reduced by 6% for each year retirement precedes age 62. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal mode of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |
| *Spouse's Benefit* | Upon the death of a participant with a surviving spouse, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his earliest retirement age, retired with a qualified joint and 50% survivor annuity, then died the next day. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Carborundum Abrasives Company

| | |
|---|---|
| *Effective Date* | August 1, 1984, as amended to date. |
| *Eligibility* | An employee becomes a member of the plan after the completion of one year of service, provided he has been credited with at least 1,000 hours. |
| *Normal Retirement* | The first day of the month next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 55th birthday and 10 years of vesting service. |
| *Disability Retirement* | A member who is totally and permanently disabled while employed may retire provided he has attained age 60 and completed 10 years of service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income is equal to number of years of service multiplied by the monthly benefit level below:<br>Effective August 1, 2002 - $35.00 |
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined as for normal retirement except it is based on credited service at the early retirement date. If payment commences before age 60 the benefit is reduced as follows:<br>Retirement Age / % Reduction<br>59 / 9.5%<br>58 / 17.9%<br>57 / 25.3%<br>56 / 31.9%<br>55 / 37.7% |
| *Disability Benefit* | The benefit is computed so that accruals are credited as though employment continued until normal retirement date. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal mode of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to the member's accrued benefit actuarially reduced for the 50% joint and survivor option and early commencement.<br>This benefit is payable commencing on the member's earliest retirement date and payable for life and guaranteed for five years. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Carborundum Corporation Hourly

| | |
|---|---|
| *Effective Date* | February 29, 1996 |
| *Eligibility* | One year of service. |
| *Normal Retirement* | Age 65. |
| *Early Retirement* | Age 55. |
| *Disability Retirement* | Age 60 with 10 years of service. |
| *Normal Retirement Benefit*<br>*Niagara Falls* | Effective:<br>November 1, 2009 – $40.00 per month per year of service |
| *Early Retirement Benefit* | Benefit is reduced for commencement prior to age 60 as follows:<br>Age / Percentage<br>55 / 62.5%<br>56 / 68.3<br>57 / 74.8<br>58 / 82.2<br>59 / 90.5<br>60 or over / 100.0 |
| *Disability Benefit* | Payable at age 65 based on continued service to age 65, but actuarially reduced for commencement before 65. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to 50% of the member's accrued benefit actuarially reduced for 50% joint and survivor coverage and early commencement. This benefit is payable commencing on the member's earliest retirement date.<br>If an active married member dies before age 55 but after age 45 and 20 years of service, (10 years of service for Niagara Falls), the spouse receives a benefit equal to 50% of the member's accrued benefit. This benefit is payable immediately and is reduced as if the employee had retired at age 55, elected the 50% joint and survivor coverage and died the next day.<br>If an active married member dies after age 55, the spouse receives a benefit equal to 100% of the member's accrued benefit. This benefit is payable immediately and is reduced as if the employee had retired at his date of death. |
| *Termination and Vesting* | 5 years of service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Carborundum Corporation Salaried

| | |
|---|---|
| *Effective Date* | February 29, 1996. |
| *Eligibility* | Age 21 and one year of service. |
| *Accounts and Credits to Accounts* | |
| *Opening Account* | For all participants who were active in the BP Plan as of January 1, 1989, an initial account balance was established equal to the present value of the benefit accrued to 12/31/88 under the provisions of the BP Plan. |
| *Current Account* | A Current Account is established for each participant as of the later of (i) January 1, 1989 or (ii) the date the participant first becomes eligible for the Plan. At the end of each calendar month beginning on or after January 1, 1989, pay-related credits based on the participant's Eligible Compensation for the month are added to the Current Account of all active participants. These pay-related credits are computed as follows: |

| | Full Years of Service (at beginning of month) | Percent of Eligible Compensation up to and Including 1/48 of the Social Security Wage Base | Percent of Eligible Compensation above 1/48 of the Social Security Wage Base |
|---|---|---|---|
| Tier I: | less than 10 | 3% | 6% |
| Tier II: | 10, less than 20 | 4% | 7% |
| Tier III: | 20, less than 35 | 5% | 9% |
| Tier IV: | 35 or more | 6% | 6% |

A Participant's "full years of service" are determined by aggregating all of the Participant's months of Service from his first employment commencement date.

Grandfathered participants (see provisions below) are eligible to accrue benefits in Tier II at age 40 and Tier III at age 50 regardless of service.

| | |
|---|---|
| *Regular Interest Credits* | Regular Interest credits are added to all accounts annually based on the average (rounded to the nearest one-hundredth of one-percent) one-year Treasury bill rate in effect during each month of the 12-month period ending on November 30 of the preceding calendar year, rounded up to the nearest one-quarter of one percent, plus one percent. The minimum interest rate for Regular Interest credits is 5.0%. |
| *Supplemental Interest Credits* | An additional Supplemental Interest credit equal to one-half of the annual Regular Interest rate applies to the Opening Account while the participant is employed by Saint-Gobain. |
| *Grandfathering Provisions* | Employees who were participants in the plan as of January 1, 1989 and born before January 1, 1938 are entitled to grandfather provisions. Their benefit will not be less than the actuarial equivalent of a single life annuity under the Prior Plan provisions. |
| *Normal Retirement* | |
| *Eligibility* | Age 65. |
| *Benefit* | The monthly retirement benefit payable to a participant at any retirement date is equal to the actuarial equivalent of his Accounts (adjusted for applicable grandfathering provisions) as of such date. |

## Schedule SB, Part V — Summary of Plan Provisions

### Carborundum Corporation Salaried (continued)

| | |
|---|---|
| *Early Retirement* | |
| *Eligibility* | Age 55 with 5 years of service. |
| *Benefit* | The monthly retirement benefit payable to a participant at any retirement date is equal to the actuarial equivalent of his Accounts (adjusted for applicable grandfathering provisions) as of such date. |
| *Late Retirement* | Service and earnings after age 65 are recognized for purposes of determining benefits. |
| *Disability Retirement* | While eligible for payments under a long-term disability plan of the Company, the participant continues to earn pay-related credits during the period of disability based on the assumption that his service continues but his earnings remain at the rate in effect prior to his disability. The disabled participant is able to receive a retirement benefit on the later of age 55 and the date payments under the long-term disability plan discontinue, based upon the Opening and Current Account balances at that date. |
| *Vesting* | Eligibility is three years of service for benefits earned after the effective date. Benefits earned before the effective date are fully vested.<br>Upon termination of employment, a vested participant may elect to receive a benefit which is the actuarial equivalent of his Accounts (adjusted for applicable grandfathering provisions), payable as of the later of the date of termination or the participant's attainment of age 55. If distribution at that date is not requested, the participant may elect to defer receipt of his benefit to any subsequent date, but no later that the date the participant attains age 70½. |
| *Death Benefits* | |
| *Post-Retirement* | Determined by the option elected upon retirement. |
| *Pre-Retirement* | The value of the Accounts is determined without the grandfather provisions.<br>The spouse may elect to receive an immediate benefit which is the actuarial equivalent of the participant's Accounts, or the spouse may elect to defer receipt of the benefit to any subsequent date. |
| *Normal Form of Benefit* | The normal form of benefit for non-married participants is a life annuity. For married participants, the normal form of benefit is a qualified joint and 50% survivor annuity. The normal form of benefit is the actuarial equivalent of the participant's account balance. |

## Schedule SB, Part V — Summary of Plan Provisions

| Carborundum Corporation Salaried (continued) | |
|---|---|
| *Optional Forms* | The following forms of benefit are available on an actuarial equivalent basis:<br>– Lump Sum Payment<br>– Partial Lump Sum Payment<br>– Lump sum distribution of part of the Cash Balance account (adjusted for applicable grandfathering provisions) plus the balance of the account paid in any of the annuity forms.<br>– Single Life Annuity<br>– Level Income Annuity<br>– Joint and 50% Survivor Annuity<br>– Joint and 100% Survivor Annuity<br>– Ten Years Certain and Continuous Annuity |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### CertainTeed Hourly

| | |
|---|---|
| *Effective Date* | January 1, 1976 (original effective date May 1, 1955), as amended to date. |
| *Eligibility* | The plan covers any full-time, hourly-rated employee who is a member of a collective bargaining unit to which membership in the plan has been extended, or a member of an employment unit which has been included in the plan. |
| *Retirement Benefit* | The following table gives a summary of the provisions applicable to each plant. The table shows the monthly benefits payable to a retiring member, the effective date of these benefits, and the requirements for early and disability retirement. |
| *Early Retirement* | Upon early retirement, the applicable benefit is determined as for normal retirement except it is based on credited service at the early retirement date. If payment commences before the normal retirement date, early retirement reductions of 1/15th for each year that retirement precedes age 65 (up to 5 years) and 1/30th for each year that retirement precedes age 60 are applied, except for the following locations. For Riverside the reduction is .2% per month before age 65. For Kansas City #5 and Kansas City #7 the reduction is 1/3 of 1% per month for each year that retirement precedes age 65 (up to 5 years) and 5/18 of 1% per month for each year that retirement precedes age 60. In addition, for Kansas City #5 and #7, the benefit is unreduced if retirement occurs on or after age 62 and the participant has completed 30 years of service. For Ludowici, the reduction is .5% per month before age 65. |
| *Spouse Benefit* | If a married, vested participant dies, the spouse receives an unreduced benefit equal to 2/3 of the accrued benefit payable at the later of the date the employee died and the date the employee would have been eligible for early retirement. For Ludowici, the minimum REA death benefit applies. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single employee's life. The normal form of payment for the married employee is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such employee. The employee may also elect other optional forms of payment. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he becomes fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

# Schedule SB, Part V — Summary of Plan Provisions

## CertainTeed Hourly (continued)

**Summary of Provisions for Hourly-Rated Employees**
**Normal, Early, and Disability Benefits**

| Appendix | Location | Actuarial Location Code | Effective Date of Provision | Monthly Benefit Per Year of Service | Early Retirement Requirements; Age 55 Plus Service | Disability Retirement | |
|---|---|---|---|---|---|---|---|
| | | | | | | Service Required | Benefits |
| | **Roofing Products Group** | | | | | | |
| AH | Oxford | 1E | 04/01/2009 | $38.50 | 15 | 15 | $38.50 |
| | | | **04/01/2010** | **$39.50** | **15** | **15** | **$39.50** |
| I | Avery | 1B | 11/01/2010 | $43.00 | 15 | 15 | $43.00 |
| | | | **11/01/2011** | **$44.00** | **15** | **15** | **$44.00** |
| J | Shakopee-Engineers | 1P | 05/01/2009 | $48.00 | 10 | 15 | $48.00 |
| | | | **05/01/2010** | **$50.00** | **10** | **15** | **$50.00** |
| J1 | Shakopee-Teamsters | 1H | 05/01/2009 | $48.00 | 10 | 15 | $48.00 |
| | | | **05/01/2010** | **$50.00** | **10** | **15** | **$50.00** |
| Celotex | Birmingham* | 1U | 11/19/2007 | $24.50 | 15 | 10 | $24.50 |
| Celotex | Freemont* | 1S | 03/01/2010 | $28.25 | 15 | 15 | $28.25 |
| | **Pipe & Plastics Group** | | | | | | |
| O | Waco | 2M | 06/05/2006 | $30.00 | 15 | 15 | $30.00 |
| P-M | McPherson-Molded | 2J/7J | 07/03/2005 | $32.00 | 10 | 15 | $32.00 |
| P-E | McPherson-Extrusion | 2H/2Q/7H | 07/05/2004 | $32.00 | 10 | 15 | $32.00 |
| Q | Social Circle | 2L/7L | 06/28/2004 | $30.00 | 15 | 15 | $30.00 |
| AAB | Bufftech | 2N | 01/01/2005 | $20.50 | 10 | 15 | $20.50 |
| AAH | Apache Plastics | 2P | 01/01/2007 | $24.00 | 10 | 10 | $24.00 |
| | **Vinyl Building Products Group** | | | | | | |
| AS | Hagerstown | 7B | 12/15/2009 | $45.00 | 15 | 10 | $45.00 |
| | | | **12/15/2010** | **$47.00** | **15** | **10** | **$47.00** |
| Z | Lake Charles | 2G/7Q | 06/01/2005 | $50.00 | 10 | 10 | $50.00 |
| | **Fiberglass Reinforcements Division** | | | | | | |
| AF | Vetrotex-CertainTeed | 5B/5C | 01/01/2006 | $28.00 | 10 | 15 | $28.00 |
| AAG | Vetrotech | GM | 08/01/2000 | $25.00 | 10 | 15 | $25.00 |
| Celotex | Russellville* | 5D | 01/01/2004 | $22.00 | 15 | 15 | $22.00 |

* Benefit is based on all service but offset by the Celotex prior plan benefit.

# Schedule SB, Part V — Summary of Plan Provisions

## CertainTeed Hourly (continued)

**Summary of Provisions for Hourly-Rated Employees**
**Normal, Early, and Disability Benefits**

| Appendix | Location | Actuarial Location Code | Effective Date of Provision | Monthly Benefit Per Year of Service | Early Retirement Requirements; Age 55 Plus Service | Disability Retirement | |
|---|---|---|---|---|---|---|---|
| | | | | | | Service Required | Benefits |
| | **Insulation Group** | | | | | | |
| D | Kansas City #7 | 3K | 03/01/2007 | $53.00 | 15 | 15 | $53.00 |
| | | | **03/01/2010** | **$54.00** | **15** | **15** | **$54.00** |
| AL | Athens | 3F | 04/01/2007 | $48.00 | 10 | 15 | $48.00 |
| AU | Chowchilla | 3C | 08/01/2008 | $47.50 | 10 | 15 | $47.50 |
| AC | Berlin Service Center | 3G | 03/01/2006 | $35.00 | 10 | 15 | $35.00 |
| AAC | Unisul | 3M | 08/01/2004 | $28.00 | 10 | 15 | $28.00 |
| | **Fibercement** | | | | | | |
| AAI | White City | 8H | 05/01/2004 | $22.00 | 10 | 15 | $22.00 |
| AAJ | Roaring River | 8K | 05/01/2004 | $22.00 | 10 | 15 | $22.00 |

## Schedule SB, Part V — Summary of Plan Provisions

### CertainTeed Salaried

| | |
|---|---|
| *Effective Date* | January 1, 1976 (original effective date March 1, 1955), as amended to date. |
| *Eligibility* | An employee becomes a member of the plan after the completion of one year of service, provided he has been credited with at least 1,000 hours. |
| *Normal Retirement* | The first day of the month following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 10 years of service. |
| *Disability Retirement* | A member who is totally disabled while employed on or after his 50th birthday may retire on the first day of any month, provided he has completed at least 15 years of service. |
| *Normal Retirement Benefit* | The annual amount of retirement income commencing at normal retirement date is the sum of the Final Pay Benefit, the Flat Dollar Benefit, and the Supplemental Retirement Income, determined as follows:<br><br>Final Pay Benefit – An annual benefit equal to 1.3% of the member's final average earnings multiplied by the number of years of his credited service. No credit is given for service prior to January 1, 1974 for members who did not contribute prior to that date.<br><br>Final average earnings means the average annual earnings during the 60 consecutive months in the last 120 months of service producing the highest such average.<br><br>Flat Dollar Benefit – Members who did not contribute prior to January 1, 1974 receive an annual benefit of $150 multiplied by the years of non-contributory service prior to that date.<br><br>Supplemental Retirement Income – A member's annual Supplemental Retirement Income, commencing on his normal retirement date, is 15% of his accumulated contributions (without interest) determined as of his last day of service. |
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined as for normal retirement except it is based on credited service and final average earnings at the early retirement date. If payment commences before the normal retirement date, early retirement reductions of 1/15th for each year that retirement precedes age 65, but not below age 60, and 1/30th for each year below age 60 apply; however, if the member retires after completing 30 years of service, early retirement reductions of 1/30 for each year that retirement precedes age 62 apply, with no reduction at age 62. |
| *Disability Benefit* | The benefit earned up to the disability retirement date is paid without actuarial reduction. |

## Schedule SB, Part V — Summary of Plan Provisions

### CertainTeed Salaried (continued)

| | |
|---|---|
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal mode of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. Early retirement payments can be elected to be paid in such a way that along with the member's Primary Social Security benefit, a level income becomes payable for life. The member may also elect other optional forms of payment. |
| *Spouse Benefit* | If a vested, married member dies, the spouse receives a benefit equal to the greater of:<br>(1) 50% of the member's accrued benefit (reduced by 1% for each year that the spouse is more than 3 years younger than the member) and<br>(2) the member's accrued benefit actuarially reduced for 50% joint and survivor and early commencement.<br>This benefit is payable commencing on the member's earliest retirement date.<br>Otherwise, any contributions the member may have made are returned with interest. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he becomes fully vested in the amount of his accrued benefit. |
| *Contributions* | Employee contributions accrued to March 31, 1974 are based on the contribution formula in effect prior to that date.<br>Employee contributions accrued from April 1, 1974 to December 31, 1977 were 5% of earnings in excess of the Social Security Wage Base in each year. As of January 1, 1978, the Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### ChemFab

***This plan is frozen as of April 1, 2001.***

*Thereafter, the participant's accrued benefit as of April 1, 2001 will be increased by 4% per year until date of termination. Benefits earned after April 1, 2001 will be determined under the Saint-Gobain Retirement Accumulation Plan (cash balance plan).*

| | |
|---|---|
| *Effective Date* | July 1, 1979 |
| *Eligibility* | One year of service.<br>Non-bargaining Birdair employees who were participants in the Birdair Plan on June 30, 1980 shall become participants in this plan on July 1, 1980. Birdair bargaining unit employees are excluded from participation in this plan. |
| *Normal Retirement* | Age 65. |
| *Normal Retirement Benefit* | The annual amount of retirement income commencing at normal retirement date is equal to (a) multiplied by (b):<br>(a) the sum of .74% of Covered Compensation and 1.39% of compensation in excess of Covered Compensation<br>(b) the lesser of the participant's whole years of credited service or 25.<br>For participants who were employees of Birdair Structures, Inc. on June 30, 1980, the normal retirement benefit will be no less than the participant's Birdair Plan benefit defined as follows:<br>The total yearly annuities through June 30, 1980 as shown in Appendix A of the plan, plus .5% of the participant's annual compensation as of July of each plan year which is not in excess of $6,600 plus 1.2% of such compensation in excess of $6,600. One-fourth of each year's benefit will accrue on each quarterly date, provided the employee is a participant during the quarter immediately following the quarterly date, and further provided that no benefit under this paragraph will accrue during any plan year in which the participant does not earn 1,000 hours of service or for any plan year after the participant first becomes a highly-compensated employee as defined in Section 414(q) of the Code.<br>The normal retirement benefit for employees who transferred to OC Birdair, Inc. shall be frozen as of July 1, 1986.<br>In no event will any annual accrued benefit for any participant ever be lower than $240 or the amount of the accrued benefit on July 1, 1989 under the Plan as then in effect or for any of the participants named in Appendix A to the Plan than the amount set forth thereon opposite the participant's name. |

## Schedule SB, Part V — Summary of Plan Provisions

### ChemFab (continued)

*Early Retirement:*

*Eligibility*

Age 55 and 10 years of vesting service. A participant who was a Birdair employee on June 30, 1980 may retire upon attainment of age 60 or after meeting the requirements above, if earlier.

*Benefit*

Normal retirement benefit based on actual service to early retirement date reduced for each month by which early retirement date precedes normal retirement date. Reduction factors are as follows:

| Age | Reduction Factor |
|---|---|
| 64 | .923 |
| 63 | .846 |
| 62 | .769 |
| 61 | .726 |
| 60 | .692 |
| 59 | .653 |
| 58 | .615 |
| 57 | .576 |
| 56 | .529 |
| 55 | .486 |

*Dependent Child's Benefit*

In the event a participant who was a Birdair employee on June 30, 1980 dies after age 60 but leaves no surviving spouse, or the spouse dies, a pre-retirement death benefit will be payable to an eligible dependent child.

*Pre-retirement Death Benefit*

If a participant who has not yet retired dies, the participant's spouse will receive the same retirement benefit that would be payable if the participant had separated from service on the date of death, survived to the earliest retirement age, retired with an immediate qualified joint and survivor annuity at the earliest retirement age, and died on the day after the earliest retirement age.

The pre-retirement death benefit payable to the spouse of a participant who was an employee of Birdair Structures, Inc. on June 30, 1980 and who dies after attainment of age 60 shall not be less than 50% of the Birdair Plan benefit payable at normal retirement date.

*Vesting Benefit*

A participant has a non-forfeitable right to a percentage of his accrued benefit as of his date of termination of employment provided that he has completed 3 years of vesting service.

*Form of Annuity*

The benefit defined above assumes payment in the form of a monthly life annuity. The benefit will be actuarially adjusted to reflect any other form of annuity payable.

*Contributions*

The Company bears the full cost of benefits under the plan.

## Schedule SB, Part V — Summary of Plan Provisions

### Coated Abrasives Hourly

| | |
|---|---|
| *Effective Date* | January 1, 1951, as amended to date. |
| *Eligibility* | An employee becomes a member of the plan after the attainment of age 21 and the completion of one year of service, provided he has been credited with at least 1,000 hours. Only employees hired before May 1, 1983 are eligible. |
| *Normal Retirement* | The first day of the month next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 50th birthday and completion of 10 years of service. |
| *Disability Retirement* | A member who is totally and permanently disabled while employed may retire provided he has completed 10 years of service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income is equal to number of years of service multiplied by the monthly benefit level below:<br><br>Effective:<br><br>May 1, 2010 – $52.50<br>**May 1, 2011 – $52.75** |
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined as for normal retirement except it is based on credited service at the early retirement date. If payment commences before the normal retirement date the benefit is reduced by 5% for each year early retirement precedes the earlier of (a) normal retirement date and (b) the date, had employment continued, age plus years of continuous service would have totaled 85.<br><br>In addition, if the member's combined age and years of continuous service equals at least 85 at early retirement, a supplemental benefit of $5.00 per month multiplied by years of service, subject to a minimum of $100 per month, is payable until the earlier of age 65 or commencement of Social Security benefits. |
| *Disability Benefit* | The benefit earned up to the disability retirement date is paid without actuarial reduction. If the member does not qualify for Social Security disability benefits, the member shall receive twice the benefit until Social Security benefits commence. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal mode of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |

## Schedule SB, Part V — Summary of Plan Provisions

### Coated Abrasives Hourly (continued)

| | |
|---|---|
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to the member's accrued benefit actuarially reduced for the 50% joint and survivor option and early commencement.<br>This benefit is payable commencing on the member's earliest retirement date.<br>If a vested, single member dies, the pre-retirement death benefit is paid to any dependent children under the age of 21. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Corhart Hourly

| | |
|---|---|
| *Effective Date* | May 31, 1985, as amended to date. |
| *Eligibility* | All Union hourly employees of Corhart Refractories Corporation who are covered by a collective bargaining unit are eligible to participate in the plan. Leased employees are excluded. |
| *Normal Retirement* | The first day of the month coincident with or next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 5 years of service. |
| *Disability Retirement* | A member who is totally and permanently disabled while employed may retire on the first day of any month, provided he has completed 10 years of service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement is equal to years of Corhart credited service and years of Corning credited service multiplied by the following monthly benefit levels: |

| | | Corhart | Corning |
|---|---|---|---|
| Buckhannon: | Effective: | | |
| | May 1, 2008 | $45.00 | $30.00 |
| Louisville: | Effective: | | |
| | January 1, 2005 | $38.75 | $23.75 |
| | January 1, 2005 | $39.75* | $24.75* |

* (if age plus credited service is at least 83)

The minimum benefit payable at late retirement is the normal retirement benefit increased 10% per year of deferral.

| | |
|---|---|
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined as for normal retirement except it is based on credited service at the early retirement date. If payment commences before the normal retirement date, early retirement reductions of 6% for each year retirement precedes age 60 apply; however, if the member retires after completing 30 years of service or attaining age 60, there is no early retirement reduction. |
| *Disability Benefit* | The benefit earned up to the total and permanent disability retirement date is payable immediately without reduction for early commencement. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life with the first 6 years guaranteed. The normal mode of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |

## Schedule SB, Part V — Summary of Plan Provisions

| Corhart Hourly (continued) | |
|---|---|
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to 50% of the member's accrued benefit actuarially reduced for 50% joint and survivor and early commencement. This benefit is payable commencing on the member's earliest retirement date.<br>If an active married member dies with 15 years of service or after age 55 and 5 years of service, the spouse receives a benefit equal to 50% of the member's accrued benefit. This benefit is payable immediately and is reduced if the spouse is more than 5 years younger than the deceased member. The death benefit can also be payable to dependent children if there is no spouse.<br>If a retired member dies before receiving 72 months of benefit payments, the spouse receives the same benefit for the remainder of the 72 months. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

| **Corhart Salaried** | |
|---|---|
| *Effective Date* | May 31, 1985, as amended to date. |
| *Eligibility* | All salaried and non-Union hourly employees of Corhart Refractories Corporation are eligible to participate in the plan. Leased employees are excluded. |
| *Normal Retirement* | The first day of the month coincident with or next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 5 years of service. |
| *Disability Retirement* | A member who is totally and permanently disabled while employed may retire on the first day of any month, provided he has completed 10 years of service. |
| *Normal Retirement Benefit* | The annual amount of retirement income commencing at normal retirement date is the sum of a), b) and c), but not less than d):<br>a) Accruals prior to January 1, 1989:<br>1.5% of compensation up the Social Security Wage Base plus 2% of compensation in excess of the Social Security Wage Base<br>b) Accruals after January 1, 1989 but prior to 35 years of Compliance Service:<br>1.5% of compensation up to Covered Compensation plus 1.8% of compensation in excess of Covered Compensation<br>c) Accruals after January 1, 1989 and after completion of 35 years of Compliance Service:<br>1.8% of compensation<br>d) The minimum benefit payable at late retirement is the normal retirement benefit increased 10% per year of deferral.<br>In addition, as of December 31, 2000, there was a one-time update equal to the difference of the participant's accrued Corhart benefit and their benefit calculated under the Norton Unified Plan's 1.25% final average pay formula. When calculating this update all prior Saint-Gobain service and benefits were reflected. |

## Schedule SB, Part V — Summary of Plan Provisions

**Corhart Salaried (continued)**

| | |
|---|---|
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined as for normal retirement except it is based on credited service at the early retirement date. If payment commences before the normal retirement date, early retirement reductions of 6% for each year retirement precedes age 60 apply; however, if the member retires after completing 30 years of service or attaining age 60, there is no early retirement reduction. |
| *Disability Benefit* | The benefit earned up to the total and permanent disability retirement date is payable immediately without reduction for early commencement. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life with the first 6 years guaranteed. The normal mode of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to 50% of the member's accrued benefit actuarially reduced for 50% joint and survivor coverage and early commencement. This benefit is payable commencing on the member's earliest retirement date.<br>If an active married member dies with 15 years of service or after age 55 and 5 years of service, the spouse receives a benefit equal to 50% of the member's accrued benefit. This benefit is payable immediately and is reduced if the spouse is more than 5 years younger than the deceased member. The death benefit can also be payable to dependent children if there is no spouse.<br>If a retired member dies before receiving 72 months of benefit payments, the spouse receives the same benefit for the remainder of the 72 months. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Furon Hourly – CHR Industries

| | |
|---|---|
| *Effective Date* | December 31, 1958, as amended to date. |
| *Eligibility* | Immediate. |
| *Normal Retirement* | Age 65. |
| *Early Retirement* | Age 55 and 5 years of service. |
| *Disability Retirement* | 10 years of service. |
| *Normal Retirement Benefit* | Years of service multiplied by the monthly benefit level below:<br>Effective:<br>October 21, 2002 – $29.00 |
| *Early Retirement Benefit* | Benefit is reduced .25% per month prior to age 65. |
| *Disability Benefit* | Two times accrued benefit until eligible for Social Security Age or Disability Benefit, thereafter the accrued benefit. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Spouse's Benefit* | 50% of the member's accrued benefit commencing on the member's earliest retirement date reduced for early commencement. For employees with 10 years of service, no early retirement reduction applies. |
| *Termination and Vesting* | 5 years of service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Norandex Union

| | |
|---|---|
| *Effective Date* | January 1, 2011 |
| *Eligibility* | One year of service. |
| *Normal Retirement* | Age 65 with 5 years of service. |
| *Early Retirement* | Age 60 with 10 years of service. |
| *Disability Retirement* | 10 years of service. |
| *Monthly Normal Retirement Benefit* | |
| *Wheeling, Illinois* | $2.50 per calendar quarter of service. |
| *Crestwood, Illinois* | $2.50 per calendar quarter of service. |
| *Fenton, Missouri* | $2.00 per calendar quarter of service (but not more than 160 calendar quarters). |
| *Maryland Heights, Missouri* | $2.00 per calendar quarter of service (but not more than 160 calendar quarters). |
| *Monthly Early Retirement Benefit* | Benefit is reduced for commencement prior to age 65 as follows: |

| Age | Percentage |
|---|---|
| 60 | 70% |
| 61 | 76 |
| 62 | 82 |
| 63 | 88 |
| 64 | 94 |
| 65 or over | 100 |

| | |
|---|---|
| *Monthly Disability Benefit* | Accrued benefit payable to the earlier of the date the participant recovers from disability, the date the participant elects an early retirement benefit or the participant's normal retirement date. |
| *Form of Payment* | Life annuity. If married, reduced 50% Joint and Survivor annuity. |
| *Optional Form of Payment* | 75% Joint and Survivor annuity or lump sum. |
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to 50% of the member's accrued benefit actuarially reduced for 50% joint and survivor coverage and early commencement. This benefit is payable commencing on the member's earliest retirement date. |
| *Termination and Vesting* | 5 years of service. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

| **Norton Unified** | |
|---|---|
| *Effective Date* | January 1, 1971, as amended to date. |
| *Eligibility* | An employee becomes a member of the plan on the January 1 or July 1 following the attainment of age 21 and the completion of one year of service. |
| *Normal Retirement* | The first day of the month next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 50th birthday and completion of 10 years of service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is the sum of a) and b) but not less than c):<br>a) Accruals prior to January 1, 1989:<br>The Monthly Accrued Benefit as of December 31, 1988 is indexed by a factor equal to average monthly compensation at termination divided by average monthly compensation as of December 31, 1988. This factor may never be less than 1.<br>b) Accruals after January 1, 1989:<br>A monthly benefit equal to 1.25% of the member's average monthly compensation multiplied by the number of years of credited service after December 31, 1988.<br>c) $12 per month multiplied by total years of credited service.<br>For former Universal Superabrasives, Inc. Retirement Income Plan and AB Pension Plan participants, the monthly amount of retirement income is the greater of a) and b) but not less than c):<br>a) A monthly benefit equal to 1.25% (.75% for former AB Pension Plan participants) of the member's average monthly compensation multiplied by the number of years of credited service.<br>b) $12 per month multiplied by years of credited service.<br>c) The monthly benefit as of December 31, 1999 under the prior plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Norton Unified (continued)

| | |
|---|---|
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined as for normal retirement except it is based on credited service and average monthly compensation at the early retirement date. If payment commences before the normal retirement date the benefit is reduced as follows:<br>▪ the portion of the benefit attributable to service prior to January 1, 1985 is reduced 5% for each year by which early retirement precedes the earlier of (a) normal retirement date and (b) the date, had employment continued, that age plus years of continuous service would have totaled 85.<br>▪ the portion of the benefit attributable to service from January 1, 1985 to December 31, 1994 is reduced 5% for each year by which early retirement precedes the earlier of (a) normal retirement date and (b) the later of age 60 and the date, had employment continued, that age plus years of continuous service would have totaled 85.<br>▪ the portion of the benefit attributable to service after January 1, 1995 is reduced 5% for each year by which early retirement precedes normal retirement.<br>For former Universal Superabrasives, Inc. Retirement Income Plan and AB Pension Plan participants, the monthly amount of retirement income is reduced 5% for each year by which early retirement precedes normal retirement. |
| *Disability Benefit* | The benefit is computed so that accruals are credited as though employment continued until normal retirement date at the average monthly compensation in effect at disablement. |
| *Early Retirement Plan Benefit* | Norton Company originally established this plan to pay additional retirement benefits to certain retirees without involving the qualified retirement plan. Many times employees were asked to retire, either for medical reasons or to achieve a workforce reduction. This plan was merged into the qualified plan effective December 31, 1993. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal mode of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |

## Schedule SB, Part V — Summary of Plan Provisions

| **Norton Unified (continued)** | |
|---|---|
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to 50% of the member's accrued benefit actuarially reduced for early commencement.<br>If a vested, single member dies, the designated beneficiary receives 60 monthly payments equal to the member's accrued benefit reduced for early commencement.<br>These benefits are payable commencing on the member's earliest retirement date. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he becomes fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Saint-Gobain Retirement Accumulation Plan

| | |
|---|---|
| *Effective Date* | January 1, 2001. |
| *Eligibility* | See beginning of plan provision section for information on plan eligibility. |
| *Credited Service* | For purposes of determining plan benefits, credited service includes service as a participant in this plan only. |
| *Normal Retirement* | A participant is eligible for a normal retirement pension on his normal retirement date, the first of the month following his 65th birthday. |
| *Cash Balance Account* | Effective January 1, 2001, an account balance was established for all salaried participants. This account was initially set at zero and will increase annually by pay and interest credits.<br>Effective January 1, 2008, an account balance was established for all non-union hourly participants. This account was initially set at zero and will increase annually by pay and interest credits.<br>Pay credits are based on each participant's credited service as follows:<br>Full Years of Service — Pay Credit (Percentage of Compensation)<br>less than 9 — 3.0%<br>9 - 15 — 3.5%<br>16 or more — 4.0%<br>Pay credits begin to accrue one year prior to the participant's eligibility to join the plan.<br>Interest credits are based on the average 30-year U.S. Treasury Bond rates for the month of November preceding the start of the plan year. |
| *Normal Form of Benefit* | The normal form of benefit for non-married participants is a life annuity. For married participants, the normal form of benefit is a qualified joint and 50% survivor annuity. The normal form of benefit is the actuarial equivalent of the participant's account balance. |
| *Optional Forms* | The following forms of benefit are available on an actuarial equivalent basis:<br>– Lump Sum Payment<br>– Single Life Annuity<br>– Joint and 50% Survivor Annuity |
| *Termination and Vesting* | If a member terminates employment with at least 3 years of service, he becomes fully vested in the amount of his accrued benefit. |
| *Disability Benefit* | The annual Pay Credits while disabled are based on the greater of:<br>1) Base salary in effect on the day before disability<br>2) Pay for the calendar year preceding disability. |

## Schedule SB, Part V — Summary of Plan Provisions

| **Saint-Gobain Retirement Accumulation Plan (continued)** | |
|---|---|
| *Death Benefit* | If a member dies while actively employed, his account becomes fully vested. If the member is not married, his beneficiary will receive his account balance as a lump sum. If the member was married, the surviving spouse may choose either a life annuity or a lump sum. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### SG Containers – ANC 007

| | |
|---|---|
| *Effective Date* | January 1, 1955, as amended to date. |
| *Eligibility* | An employee who is covered by the collective bargaining agreements between the Company and the GMP or AFGW is immediately eligible to participate in the plan. |
| *Normal Retirement* | Age 60 for GMP Members.<br>Age 65 for AFGW Members. |
| *Early Retirement* | Age 50 with 10 Years of Service for GMP Members.<br>Age 55 with 10 Years of Service, or age 60, for AFGW Members. |
| *Disability Retirement* | 10 Years of Service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is equal to a participant's Years of Service multiplied by the Fixed Dollar Unit applicable under the plan. Fixed Dollar Units are based on the participant's Labor Grade. |

| | Fixed Dollar Unit | | | | |
|---|---|---|---|---|---|
| Labor Grade | 4/1/2008 | 4/1/2009 | 4/1/2010 | 4/1/2011 | 4/1/2012 |
| 1 – 10 | $49.00 | $50.00 | $51.00 | $52.00 | $53.00 |
| 11 – 15 | 50.00 | 51.00 | 52.00 | 53.00 | 54.00 |
| 16 and above | 51.00 | 52.00 | 53.00 | 54.00 | 55.00 |

All employees who retire on or after 4/1/2008 receive these increases.

| | |
|---|---|
| *Early Retirement Benefit* | Benefits are determined in the same manner as normal retirement benefits. Benefits are reduced by 6% a year for commencement prior to age 60. Benefits are unreduced for plan members who are age 55 with 30 Years of Service at retirement. |
| *Disability Benefit* | Benefits are determined in the same manner as normal retirement benefits and are payable immediately without reduction. |
| *Form of Payment* | The normal form of payment for a single employee is a 6-year certain and life annuity. The normal form of payment for the married member is a reduced benefit payable for life with 50% of the reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |
| *Spouse's Benefit* | For GMP members, death benefits are equal to 50% of the normal retirement benefit commencing either immediately or, if later, at the date the participant would have been age 40.<br>For AFGW members, the same provisions apply but the participant must be age 45 with 10 Years of Service at death.<br>For participants who do not meet the above requirements at death, the statutory pre-retirement death benefit applies. |
| *Termination and Vesting* | If a member terminates employment with at least 5 Years of Service, he is fully vested in the amount of his benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### SG Containers – ANC 033

| | |
|---|---|
| *Effective Date* | September 19, 1983, as amended to date. |
| *Eligibility* | An employee who is covered by the collective bargaining agreement between the Company and the GMP or AFGW is immediately eligible to participate in the plan. |
| *Normal Retirement* | Age 60 for GMP Members.<br>Age 65 for AFGW Members. |
| *Early Retirement* | Age 50 with 10 Years of Service for GMP Members.<br>Age 55 with 10 Years of Service or age 60, for AFGW Members. |
| *Disability Retirement* | 10 Years of Service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is equal to a participants Years of Service multiplied by the Fixed Dollar Unit applicable under the plan. Fixed Dollar Units are based on the participant's Labor Grade. |

| | Fixed Dollar Unit | | | | |
|---|---|---|---|---|---|
| Labor Grade | 4/1/2008 | 4/1/2009 | 4/1/2010 | 4/1/2011 | 4/1/2012 |
| 1 – 10 | $49.00 | $50.00 | $51.00 | $52.00 | $53.00 |
| 11 – 15 | 50.00 | 51.00 | 52.00 | 53.00 | 54.00 |
| 16 and above | 51.00 | 52.00 | 53.00 | 54.00 | 55.00 |

All employees who retire on or after 4/1/2008 receive these increases.

Former Kerr employees will have their benefits reduced by the product of their Years of Service prior to September 19, 1983 and their Fixed Dollar Unit at September 19, 1983.

| Labor Grade | Fixed Dollar Unit at September 19, 1983 |
|---|---|
| 1 – 10 | $14.00 |
| 11 – 15 | 15.00 |
| 16 and above | 16.00 |

| | |
|---|---|
| *Early Retirement Benefit* | Benefits are determined in the same manner as normal retirement benefits. Benefits are reduced by 6% a year for commencement prior to age 60. Benefits are unreduced for plan members who are age 55 with 30 Years of Service at retirement. |
| *Disability Benefit* | Benefits are determined in the same manner as normal retirement benefits and are payable immediately without reduction. |
| *Form of Payment* | The normal form of payment for a single employee is a 6-year certain and life annuity. The normal form of payment for the married member is a reduced benefit payable for life with 50% of the reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |

## Schedule SB, Part V — Summary of Plan Provisions

| SG Containers – ANC 033 (continued) | |
|---|---|
| *Spouse's Benefit* | For GMP members, death benefits are equal to 50% of the normal retirement benefits commencing either immediately or, if later, the date the participant would have been age 40.<br>For AFGW members, the same provisions apply but the participant must be age 45 with 10 Years of Service at death.<br>For participants who do not meet the above requirements at death, the statutory pre-retirement death benefit applies. |
| *Termination and Vesting* | If a member terminates employment with at least 5 Years of Service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### SG Containers – Ball Hourly

| | |
|---|---|
| *Effective Date* | May 31, 1996 as amended to date. |
| *Eligibility* | An employee who is covered by the collective bargaining agreements between the Company and the GMP or AFGW is immediately eligible to participate in the plan. |
| *Normal Retirement* | Age 60 with 5 Years of Service for GMP Members.<br>Age 65 with 5 Years of Service for AFGW Members. |
| *Early Retirement* | Age 50 with 10 Years of Service, or Age 60 for GMP Members.<br>Age 55 with 10 Years of Service, or Age 65 for AFGW Members. |
| *Disability Retirement* | 10 Years of Service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is equal to a participant's Years of Service multiplied by the Fixed Dollar Unit applicable under the plan. Fixed Dollar Units are based on the participant's Labor Grade. |

| | Fixed Dollar Unit | | | | |
|---|---|---|---|---|---|
| Labor Grade | 4/1/2008 | 4/1/2009 | 4/1/2010 | 4/1/2011 | 4/1/2012 |
| 1 – 10 | $49.00 | $50.00 | $51.00 | $52.00 | $53.00 |
| 11 – 15 | 50.00 | 51.00 | 52.00 | 53.00 | 54.00 |
| 16 and above | 51.00 | 52.00 | 53.00 | 54.00 | 55.00 |

All employees who retire on or after 4/1/2008 receive these increases.

Benefits for former TBG, Metropak, or Kerr participants are offset by their prior plan benefits.

| | |
|---|---|
| *Early Retirement Benefit* | Benefits are determined in the same manner as normal retirement benefits. Benefits are reduced by 6% a year for commencement prior to age 60. Benefits are unreduced for plan members who are age 55 with 30 Years of Service at retirement. |
| *Disability Benefit* | Benefits are determined in the same manner as normal retirement benefits and are payable immediately without reduction. However, for former TBG participants, the benefit is not offset by the TBG Hourly plan benefit until the participant becomes eligible to receive a retirement benefit under the TBG Hourly Plan. |
| *Form of Payment* | The normal form of payment for a single employee is a 6-year certain and life annuity. The normal form of payment for the married member is a reduced benefit payable for life guaranteed for 6 years with 50% of the reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |

## Schedule SB, Part V — Summary of Plan Provisions

| SG Containers – Ball Hourly (continued) | |
|---|---|
| *Spouse's Benefit* | For GMP Members, death benefits are equal to 50% of the normal retirement benefit commencing immediately if the participant was at least age 40 with 5 Years of Service at death.<br>For AFGW Members, the same provisions apply but the participant must be age 45 with 10 Years of Service at death.<br>For participants who do not meet the above requirements at death, the statutory pre-retirement death benefit applies. |
| *Termination and Vesting* | If a member terminates employment with at least 5 Years of Service, he is fully vested in the amount of his benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### SG Containers – Heye Hourly

| | |
|---|---|
| *Effective Date* | April 1, 1988, as amended to date |
| *Eligibility* | An employee who is covered by the collective bargaining agreement between the Company and the GMP is immediately eligible to participate in the plan. |
| *Normal Retirement* | Age 60 |
| *Early Retirement* | Age 50 with 10 years of service |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is equal to a participant's Years of Service multiplied by the Fixed Dollar Unit applicable under the plan. Fixed Dollar Units are based on the participant's Labor Grade. |

| | Fixed Dollar Unit | | | | |
|---|---|---|---|---|---|
| Labor Grade | 7/1/2008 | 7/1/2009 | 7/1/2010 | 7/1/2011 | 7/1/2012 |
| 1 – 10 | $49.00 | $50.00 | $51.00 | $52.00 | $53.00 |
| 11 – 15 | 50.00 | 51.00 | 52.00 | 53.00 | 54.00 |
| 16 and above | 51.00 | 52.00 | 53.00 | 54.00 | 55.00 |

All employees who retire on or after 4/1/2008 receive these increases.

| | |
|---|---|
| *Early Retirement Benefit* | Benefits are determined in the same manner as normal retirement benefits. Benefits are reduced by 6% a year for commencement prior to age 60. Benefits are unreduced for plan members who are age 55 with 30 Years of Service at retirement. |
| *Disability Benefit* | Benefits are determined in the same manner as normal retirement benefits are and are payable immediately without reduction. |
| *Form of Payment* | The normal form of payment for a single employee is a 6-year certain and life annuity. The normal form of payment for a married member is reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of the member. The member may also elect other optional forms of payment. |
| *Spouse's Benefit* | Death benefits are equal to 50% of the normal retirement benefit commencing either immediately or, if later, at the date the participant would have been age 40. |
| *Termination and Vesting* | If a member terminates employment with at least 5 Years of Service , he is fully vested in the amount of his benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### SG Containers – Heye Salaried

***This plan is frozen as of March 31, 2004.***

*Thereafter, the participant's accrued benefit will be equal to the greater of 1) the frozen benefit as of March 31, 2004 based on the formula below and 2) the benefit calculated under the SG Container's Salaried plan.*

| | |
|---|---|
| *Effective Date* | May 1, 1996. |
| *Eligibility* | An employee becomes a member of the plan on the January 1 or July 1 following the attainment of age 21 and the completion of one year of service. |
| *Normal Retirement* | The first day of the month coincident with or next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 5 years of service. |
| *Normal Retirement Benefit* | The sum of (A) minus (B) plus (C):<br>(A) 1.5% of average monthly compensation multiplied by years of service not in excess of 35.<br>(B) 1.5% of the Primary Social Security Benefit multiplied by years of service covered in (A) above (first 35 years) which are after December 31, 1978.<br>(C) 1.0% of average monthly compensation multiplied by years of service in excess of 35.<br>The benefit described above shall be reduced by the benefits payable from the hourly pension plan, if any. |
| *Early Retirement Benefit* | The accrued benefit computed with the positive portions of the benefit (A. and C. above) reduced by 3% for each year the early retirement date precedes age 62; and with the offset portion of the benefit (B. above) reduced by 1/15 for each of the first 5 years; and 1/30 of each of the next 5 years by which the early retirement date precedes the normal retirement.<br>If an active participant has attained age 60 with 30 years of service there is no reduction on the positive portion of the benefit (A. and C.).<br>A terminated vested employee's early retirement benefit is reduced by 6% per year for each year by which early retirement precedes normal retirement.<br>The accrued benefit may be reduced by any benefits payable from the hourly plan, if applicable. |
| *Disability Benefit* | Eligibility: Eligible for disability benefits under the Social Security Act and eligible for benefits under the Company's Long Term Disability program.<br>Benefit: The participant will continue to earn years of service credit until his normal retirement date or actual retirement date, if later. At retirement, the benefit will be calculated using the average monthly compensation at the date of disability. |

## Schedule SB, Part V — Summary of Plan Provisions

### SG Containers – Heye Salaried (continued)

| | |
|---|---|
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal form of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment, including a lump sum payment for the portion of the benefit accrued through March 31, 2004. |
| *Spouse's Benefit* | Upon the death of a participant with a surviving spouse, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his earliest retirement age, retired with a qualified joint and 50% survivor annuity, then died the next day. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### SG Containers – Salaried

| | |
|---|---|
| *Effective Date* | September 15, 1995. |
| *Eligibility* | Immediate. |
| *Normal Retirement* | The first day of the month coincident with or next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 5 years of service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is 1.25% of the member's average monthly compensation multiplied by the number of years of credited service to a maximum of 35 years. |
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined in the same manner as at normal retirement except it is based on credited service and average monthly compensation at the early retirement date. Early retirement benefits are reduced by 5% for each year retirement precedes age 62. |
| *Guaranteed Benefit* | Employees who are at least age 52 on September 15, 1995 with 5 or more years of service (10 or more for former Ball employees), and who terminate employment after age 55, are entitled to the larger of (A) or (B):<br>(A) The amounts described above at normal or early retirement;<br>(B) The amount that, when combined with their accrued benefit at September 15, 1995 under the prior plan, they would have received under the prior plan if they had continued to participate in that plan to the earlier of their separation from service or September 15, 1998. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal form of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |
| *Spouse's Benefit* | Upon the death of a participant with a surviving spouse, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his earliest retirement age, retired with a qualified joint and 50% survivor annuity, then died the next day. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### Solon Technologies – Hourly

| | |
|---|---|
| *Effective Date* | September 1, 1990, as amended to date. |
| *Eligibility* | All hourly employees of Solon Technologies, Inc. who are covered by a collective bargaining unit are eligible to participate in the plan. Leased employees are excluded. |
| *Normal Retirement* | The first day of the month coincident with or next following a member's 65th birthday. |
| *Early Retirement* | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 10 years of service. |
| *Disability Retirement* | A member who is totally and permanently disabled while employed may retire on the first day of any month following the later of a) written application for Disability Retirement and b) 6 months after the occurrence of such disability, provided he has completed 10 years of service. |
| *Normal Retirement Benefit* | The monthly amount of retirement income commencing at normal retirement date is equal to the sum of a) and b):<br>a) the accrued benefit under the Plan as of December 31, 1991.<br>b) years of service accrued after December 31, 1991 multiplied by the following monthly benefit levels:<br>Effective:<br>July 29, 2007 $33.50<br>The minimum benefit payable at late retirement is the normal retirement benefit increased 7.5% per year of deferral. |
| *Early Retirement Benefit* | Upon early retirement, the benefit is determined as for normal retirement except it is based on benefit service at the early retirement date. If payment commences before the normal retirement date, early retirement reductions of 1/15 for each year that retirement precedes age 65, but not below age 60, and 1/30 for each year below age 60 apply; however, if the member retires after completing 25 years of service, early retirement reductions of 12% for the first year and 3% thereafter for each year that retirement precedes age 62, with no reduction at age 62. |
| *Disability Benefit* | The benefit earned up to the total and permanent disability retirement date is payable immediately without reduction for early commencement. |
| *Form of Payment* | Retirement benefits are normally paid for the duration of the single member's life. The normal form of payment for the married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment. |

## Schedule SB, Part V — Summary of Plan Provisions

### Solon Technologies – Hourly (continued)

| | |
|---|---|
| *Spouse's Benefit* | If a vested, married member dies, the spouse receives a benefit equal to 50% of the member's accrued benefit actuarially reduced for 50% joint and survivor and early commencement. This benefit is payable commencing on the member's earliest retirement date.<br>If an active married member dies after attaining age 45 and completing 10 years of service, the spouse receives a benefit equal to 50% of the member's accrued benefit. The death benefit can also be payable to dependent children if there is no spouse. |
| *Termination and Vesting* | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit. |
| *Contributions* | The Company bears the full cost of benefits under the plan. |

## Schedule SB, Part V — Summary of Plan Provisions

### *Plan provision changes since prior valuation*

Changes in certain hourly plan multipliers were reflected in the January 1, 2011 valuation. These changes are highlighted in the plan summaries.

## Schedule SB, Line 24 — Change in Actuarial Assumptions

- Interest discounts and mortality rates were updated from 2010 to 2011 in accordance with PPA and plan sponsor elections.
- Expense normal cost decreased from $9,069,000 to $6,596,000 to reflect our expectations for the current plan year.

## Schedule SB, Line 26 — Schedule of Active Participant Data

### *Distribution of active salaried plan participants and average salary*

| Years of benefit service/average valuation compensation as of January 1, 2011 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Attained age** | **Under 1** | **1-4** | **5-9** | **10-14** | **15-19** | **20-24** | **25-29** | **30-34** | **35-39** | **40+** |
| <25 | 1<br>* | 164<br>39,003 | 8<br>* | | | | | | | |
| 25-29 | 1<br>* | 361<br>50,262 | 123<br>49,712 | 11<br>* | | | | | | |
| 30-34 | 1<br>* | 381<br>56,889 | 285<br>60,481 | 148<br>60,842 | 4<br>* | | | | | |
| 35-39 | 1<br>* | 369<br>62,300 | 315<br>67,792 | 246<br>68,162 | 101<br>64,079 | 13<br>* | | | | |
| 40-44 | 1<br>* | 398<br>67,048 | 323<br>69,530 | 325<br>77,658 | 172<br>71,143 | 137<br>66,168 | 5<br>* | | | |
| 45-49 | 1<br>* | 375<br>67,294 | 394<br>75,642 | 387<br>78,051 | 197<br>88,203 | 223<br>71,771 | 67<br>75,079 | 6<br>* | 1<br>* | |
| 50-54 | | 291<br>67,501 | 308<br>67,589 | 355<br>76,762 | 223<br>84,769 | 229<br>75,111 | 113<br>86,352 | 233<br>74,576 | 9<br>* | |
| 55-59 | | 199<br>67,523 | 216<br>66,524 | 311<br>75,904 | 172<br>91,326 | 150<br>74,952 | 96<br>91,394 | 204<br>86,203 | 174<br>83,140 | 4<br>* |
| 60-64 | | 79<br>59,907 | 147<br>66,689 | 176<br>76,843 | 116<br>91,291 | 72<br>75,266 | 28<br>81,271 | 58<br>92,117 | 68<br>83,725 | 23<br>67,449 |
| 65-69 | | 9<br>* | 35<br>59,513 | 24<br>79,244 | 21<br>93,250 | 15<br>* | 10<br>* | 8<br>* | 3<br>* | 5<br>* |
| 70+ | | 1<br>* | 3<br>* | 12<br>* | 1<br>* | 2<br>* | | 2<br>* | 1<br>* | |

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2010 limited to $245,000. Average pay is not shown for cells with fewer than 20 participants.

## Schedule SB, Line 26 — Schedule of Active Participant Data

### *Distribution of active flat dollar hourly plan participants*

| Years of benefit service as of January 1, 2011 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Attained age** | **Under 1** | **1-4** | **5-9** | **10-14** | **15-19** | **20-24** | **25-29** | **30-34** | **35-39** | **40+** |
| <25 | 7 | 44 | 3 | | | | | | | |
| 25-29 | 8 | 89 | 98 | 8 | | | | | | |
| 30-34 | 7 | 90 | 168 | 77 | 5 | | | | | |
| 35-39 | 8 | 87 | 202 | 152 | 109 | 2 | | | | |
| 40-44 | 2 | 101 | 173 | 195 | 172 | 98 | 1 | | | |
| 45-49 | 8 | 86 | 201 | 155 | 149 | 153 | 96 | 15 | | |
| 50-54 | 3 | 79 | 163 | 154 | 143 | 137 | 164 | 234 | 42 | |
| 55-59 | 5 | 53 | 115 | 83 | 114 | 85 | 123 | 152 | 183 | 25 |
| 60-64 | 2 | 10 | 34 | 42 | 54 | 50 | 59 | 85 | 79 | 92 |
| 65-69 | | 1 | 4 | 9 | 5 | 4 | 5 | 7 | 7 | 20 |
| 70+ | | 1 | 1 | 3 | 1 | 1 | | 1 | 2 | 3 |

## Schedule SB, Line 26 — Schedule of Active Participant Data

### *Distribution of active employees with a cash balance account*

| Years of benefit service/average cash balance** as of January 1, 2011 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Attained age** | **Under 1** | **1-4** | **5-9** | **10-14** | **15-19** | **20-24** | **25-29** | **30-34** | **35-39** | **40+** |
| <25 | 1<br>* | 164<br>2,436 | 8<br>* | | | | | | | |
| 25-29 | 1<br>* | 360<br>4,252 | 121<br>7,366 | 6<br>* | | | | | | |
| 30-34 | | 376<br>5,087 | 263<br>10,945 | 35<br>10,703 | 2<br>* | | | | | |
| 35-39 | 1<br>* | 356<br>5,195 | 289<br>13,125 | 65<br>10,180 | 29<br>9,645 | 5<br>* | | | | |
| 40-44 | | 392<br>6,053 | 288<br>14,042 | 89<br>11,578 | 40<br>13,322 | 25<br>19,194 | | | | |
| 45-49 | 1<br>* | 369<br>5,797 | 346<br>15,609 | 83<br>11,811 | 44<br>14,091 | 23<br>22,333 | 16<br>* | 2<br>* | 1<br>* | |
| 50-54 | | 284<br>5,989 | 269<br>14,124 | 77<br>16,087 | 33<br>16,469 | 28<br>26,321 | 17<br>* | 22<br>103,454 | 2<br>* | |
| 55-59 | | 196<br>5,912 | 185<br>14,042 | 55<br>16,445 | 19<br>30,806 | 19<br>* | 17<br>* | 28<br>91,934 | 8<br>* | 1<br>* |
| 60-64 | | 79<br>6,088 | 128<br>15,267 | 30<br>26,521 | 14<br>* | 13<br>* | 3<br>* | 7<br>* | 11<br>* | 4<br>* |
| 65-69 | | 9<br>* | 34<br>14,569 | 5<br>* | 2<br>* | 3<br>* | 3<br>* | 3<br>* | | 2<br>* |
| 70+ | | 1<br>* | 2<br>* | 1<br>* | 1<br>* | | | 1<br>* | | |

* Average cash balance is not displayed for age/service groupings with less than 20 members.

** This scatter displays the average cash balance accounts for active participants with account-based benefits.

## Schedule SB, Line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

**Shortfall bases**

| Year established | | Outstanding balance | Years remaining | | Installment |
|---|---|---|---|---|---|
| 2010 | $ | 118,191,296 | 6 | $ | 21,947,307 |
| 2011 | | 337,997,189 | 7 | | 55,610,393 |
| Total | $ | 456,188,484 | | $ | 77,557,700 |