

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
---	---	--

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>02/07/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>02/07/1989</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>02/07/1989</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CENTURY ALUMINUM COMPANY</u> <u>2511 GARDEN ROAD</u> <u>BUILDING A, SUITE 200</u> <u>MONTEREY, CA 93940</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-3070826</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>831-642-9300</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>331310</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-3070826</u>	2c Sponsor's telephone number <u>831-642-9300</u>	2d Business code (see instructions) <u>331310</u>	
2b Employer Identification Number (EIN) <u>13-3070826</u>					
2c Sponsor's telephone number <u>831-642-9300</u>					
2d Business code (see instructions) <u>331310</u>					

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>12/13/2012</u>	<u>WILLIAM J. LEATHERBERRY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CENTURY ALUMINUM COMPANY 2511 GARDEN ROAD BUILDING A, SUITE 200 MONTEREY, CA 93940	3b Administrator's EIN 13-3070826 3c Administrator's telephone number 831-642-9300
--	---

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	524
---	----------	-----

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	161
b Retired or separated participants receiving benefits.....	6b	203
c Other retired or separated participants entitled to future benefits.....	6c	138
d Subtotal. Add lines 6a , 6b , and 6c	6d	502
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	16
f Total. Add lines 6d and 6e	6f	518
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	12

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:

1A 1G 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

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

a Pension Schedules

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

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ 0 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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 <u>CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CENTURY ALUMINUM COMPANY</u>	D Employer Identification Number (EIN) <u>13-3070826</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>37358499</u>
b	Actuarial value 2b <u>34312946</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>202</u> <u>24777911</u>
b	For terminated vested participants 3b <u>140</u> <u>6687924</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>1425977</u>
(2)	Vested benefits 3c(2) <u>9998211</u>
(3)	Total active 3c(3) <u>182</u> <u>11424188</u>
d	Total 3d <u>524</u> <u>42890023</u>
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 <u>6.29 %</u>
6	Target normal cost 6 <u>1505912</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/15/2012</u>
Signature of actuary	Date
<u>AMY BEERT</u>	<u>11-07195</u>
Type or print name of actuary	Most recent enrollment number
<u>PRICEWATERHOUSECOOPERS LLP</u>	<u>214-999-1400</u>
Firm name	Telephone number (including area code)
<u>2001 ROSS AVENUE</u> <u>DALLAS, TX 75201</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

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)	1094662	
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1050000	
9 Amount remaining (line 7 minus line 8)	44662	0
10 Interest on line 9 using prior year's actual return of <u>14.15</u> %	6320	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		3154547
b Interest on (a) using prior year's effective rate of <u>6.68</u> % except as otherwise provided (see instructions)		210724
c Total available at beginning of current plan year to add to prefunding balance		3365271
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections	50982	
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	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
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	82.84 %
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
04/15/2012	634000	0			
07/15/2012	634000	0			
10/14/2012	634000	0			
01/13/2012	634000	0			
03/21/2012	819000	0			
09/14/2012	225000	0			
Totals ►			18(b)	3580000	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	3398959
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th 0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
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	1505912	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	8577077	1529105	
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	3035017	
	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	3035017	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	3398959	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	363942	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CENTURY ALUMINUM COMPANY</u>	D Employer Identification Number (EIN) <u>13-3070826</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
STATE STREET CORPORATION RETIRE SER

04-3581074

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

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

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

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

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

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

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

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

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

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

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

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)

FRANK RUSSELL TRUST COMPANY

91-1116938

(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?
21	NONE	239557	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <u>CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CENTURY ALUMINUM COMPANY</u>	D Employer Identification Number (EIN) <u>13-3070826</u>	

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: <u>RUSSELL EQUITY I FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10486873</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL EQUITY II FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-006</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3018803</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL LARGE CAP STRUCTURED EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-032</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5255776</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL MULTI-MGR BOND FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-038</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12897615</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL INTERNATIONAL MARKETS FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-020</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5322823</u>
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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> 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 CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CENTURY ALUMINUM COMPANY	D Employer Identification Number (EIN) 13-3070826	

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)	4505000	1678000
(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)	32938400	36981890
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	37443400	38659890

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	53459	60438
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	53459	60438

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	37389941	38599452
---	-----------	----------	----------

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)	3580000	
(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)		3580000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(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)		238144
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3818144

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2313783	
(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)		2313783
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	294850	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		294850
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2608633

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1209511
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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: **DELOITTE & TOUCHE LLP** (2) EIN: **13-3891517**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CENTURY ALUMINUM COMPANY</u>	D Employer Identification Number (EIN) <u>13-3070826</u>

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	<u>0</u>
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): <u>04-3581074</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☒ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ACCOUNTANT'S OPINION AND FINANCIAL STATEMENTS

Schedule H, Line 3

PLAN NAME: CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN

EIN: 13-3070826

PLAN NUMBER: 001

Century Aluminum Company -- Century Aluminum Employees Retirement Plan Financial Statements, 12/31/2011.

Century Aluminum Employees' Retirement Plan

Employer Identification Number: 13-3070826
Plan Number: 001

Financial Statements as of and for the Years Ended
December 31, 2011 and 2010, Supplemental Schedules
as of and for the Year Ended December 31, 2011, and
Independent Auditors' Report

CENTURY ALUMINUM EMPLOYEES' RETIREMENT PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010:	
Statements of Assets Available for Benefits	2
Statements of Changes in Assets Available for Benefits	3
Notes to Financial Statements	4-11
SUPPLEMENTAL SCHEDULES AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2011	12
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year)	13
Form 5500, Schedule H, Part IV, Line 4j — Schedule of Reportable Transactions	14
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
Century Aluminum Employees' Retirement Plan

We were engaged to audit the financial statements and supplemental schedules of Century Aluminum Employees' Retirement Plan (the "Plan") as of December 31, 2011 and 2010, and for the years then ended, listed in the 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 4, which was certified by Frank Russell Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee that the information as of and for the years ended December 31, 2011 and 2010 provided to the Plan Administrator by the trustee is complete and accurate.

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

Deloitte & Touche LLP

Pittsburgh, Pennsylvania
October 15, 2012

CENTURY ALUMINUM EMPLOYEES' RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments at fair value	\$36,981,890	\$32,938,400
Contributions receivable	<u>1,678,000</u>	<u>4,505,000</u>
Total assets	38,659,890	37,443,400
LIABILITIES — Accrued administrative expense	<u>60,438</u>	<u>53,459</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$38,599,452</u>	<u>\$37,389,941</u>

See notes to financial statements.

CENTURY ALUMINUM EMPLOYEES' RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS:		
Employer contributions	\$ 3,580,000	\$ 5,027,000
Net appreciation in fair value of investments	<u>238,144</u>	<u>4,187,995</u>
Total additions	<u>3,818,144</u>	<u>9,214,995</u>
DEDUCTIONS:		
Benefit payments	2,313,783	2,122,159
Administrative expenses	294,850	292,300
Transfer to Hourly Plan	<u>-</u>	<u>5,854</u>
Total deductions	<u>2,608,633</u>	<u>2,420,313</u>
NET CHANGE IN ASSETS AVAILABLE FOR BENEFITS	1,209,511	6,794,682
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>37,389,941</u>	<u>30,595,259</u>
End of year	<u>\$38,599,452</u>	<u>\$37,389,941</u>

See notes to financial statements.

CENTURY ALUMINUM EMPLOYEES' RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

1. DESCRIPTION OF THE PLAN

The following brief description of the Century Aluminum Employees' Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement or document for more complete information.

General — The Plan is a noncontributory defined benefit pension plan and covers substantially all salaried employees of Century Aluminum Company and Century Aluminum of West Virginia, Inc. , and as of April 1, 2001, all salaried employees and nonunion employees of Century Aluminum of Kentucky General Partnership (formerly known as Century Aluminum of Kentucky, LLC) (together the "Company"). The Plan was established on February 7, 1989, as required by the Asset Purchase Agreement between the Century Aluminum of West Virginia, Inc. and Kaiser Aluminum and Chemical Corporation ("KACC"). Any employee hired after February 7, 1989, automatically becomes a participant on the earlier of January 1 or July 1 after completion of one year of service. Under the terms of this agreement, the Company is not liable for any benefits earned while an individual was an employee of KACC; however, service earned under the former plan is included for purposes of eligibility, vesting, and determination of benefit accruals under the Plan. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). Similar terms govern employees of Century Aluminum of Kentucky General Partnership, who, prior to April 1, 2001, were employees of Southwire Company.

Retirement Benefits — All employees who are not covered by a collective bargaining agreement and who have attained the age of 62 are eligible for benefits under the Plan. The amount of the monthly pension benefit is based upon calculated final average salary and years of service times 1.5% divided by 12 or, if higher, a fixed multiplier times years of service as defined in the Plan. The Plan permits early retirement commencing at the age of 55, or their age and period of service (expressed in years) total at least 70. The Plan provides for disability benefits. Participants become vested following the completion of five years of service.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Accounting Estimates — The preparation of financial statements in accordance with GAAP requires Plan 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.

Risks and Uncertainties — The Plan invests in various investment securities including mutual funds and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Valuation of Investments and Income (Loss) Recognition — The Plan's investments are reported at fair value as determined from market quotations and other independent sources as reported to the Plan by Frank Russell Trust Company (the "Trustee"). Purchases or sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Expenses — For the Plan years ended December 31, 2011 and 2010, administrative expenses consist of Trustee fees, Retiree Service expenses and Pension Benefit Guaranty Corporation ("PBGC") expenses paid by the Plan. The Company has paid all other Plan administrative expenses.

Payment of Benefits — Benefit payments are recorded upon distribution.

Contributions — Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan as determined by the Plan's actuary. The Company's minimum required contributions for the 2011 and 2010 plan years were \$3,035,000 and \$1,440,900, respectively. The Plan is in compliance with applicable ERISA minimum funding requirements as of December 31, 2011 and 2010.

New Accounting Standards Issued or Adopted — There have been no new accounting standards issued or adopted during the period of the financial statements that affected the statements of net assets available for benefits or the statement of changes of net assets available for benefits or the disclosures within the notes to the financial statements.

3. FAIR VALUE MEASUREMENTS

Fair value measurements are based on an established framework under FASB Accounting Standards Codification ("ASC") 820, *Fair Value Measurements*, for measuring and disclosing the fair value for the various financial instruments within the Plan. In accordance with ASC 820, fair value is defined as the price that the Plan would receive upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market of the investment. ASC 820 established a three-tier hierarchy based on the use of observable market data and unobservable inputs to establish the classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including a pricing model and/or risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The three-tier hierarchy of inputs is summarized in the three broad levels listed below:

- Level 1 — Quoted prices in active markets for identical investments

- Level 2 — Other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, etc.)
- Level 3 — Significant unobservable inputs (including the Trustee's own assumptions in determining the fair value of investments)

Inputs used in valuing the Plans' investments carried at fair value for the year ended December 31, 2011 and 2010 were as follows:

Recurring Fair Value Measurements

	As of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Equity securities — common trust funds	\$ -	\$ 24,084,275	\$ -	\$ 24,084,275
Fixed income — common trust funds	-	12,897,615	-	12,897,615
Total	\$ -	\$ 36,981,890	\$ -	\$ 36,981,890

Recurring Fair Value Measurements

	As of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Equity securities — common trust funds	\$ -	\$ 21,375,453	\$ -	\$ 21,375,453
Fixed income — common trust funds	-	11,562,947	-	11,562,947
Total	\$ -	\$ 32,938,400	\$ -	\$ 32,938,400

**Fair Value Estimated Using
Net Asset Value per Share**

	As of December 31, 2011			
	Fair Value (1)	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Multi Mgr Bond Fund	\$ 12,897,615	\$ -	Daily	Trade date
Equity I Fund	10,486,873	-	Daily	Trade date
All International Markets Fund	5,322,823	-	Daily	Trade date
Large Cap Structured Equity Fund	5,255,776	-	Daily	Trade date
Equity II Fund	3,018,803	-	Daily	Trade date
TOTAL	\$ 36,981,890	\$ -		

**Fair Value Estimated Using
Net Asset Value per Share**

	As of December 31, 2010			
	Fair Value (1)	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Multi Mgr Bond Fund	\$ 11,562,947	\$ -	Daily	Trade date
Equity I Fund	9,209,952	-	Daily	Trade date
All International Markets Fund	4,946,899	-	Daily	Trade date
Large Cap Structured Equity Fund	4,602,545	-	Daily	Trade date
Equity II Fund	2,616,057	-	Daily	Trade date
TOTAL	\$ 32,938,400	\$ -		

(1) The fair values of the investments have been estimated using the net asset value of the investment fund.

Fund Invest Strategies

Multi Mgr Bond Fund	Seeks favorable returns comparable to the broad fixed income market by investing in bonds representing a diversity of sectors and maturities.
Equity I Fund	Seeks higher long-term returns that exceed the Russell 1000 Index by investing in common stocks that rank among the largest 1,000 companies in the U.S. stock market.
All International Markets Fund	Seeks high, long-term returns comparable to the broad international stock market by investing in companies from developed and emerging countries around the world.
Large Cap Structured Equity Fund	Seeks to outperform its benchmark with above-average consistency relative to other investment managers by employing a diversified quantitative approach to modeling the investment universe.
Equity II Fund	Seeks high, long-term returns that exceed the Russell 2500 Index by investing in the smaller capitalization stocks of the U.S. stock market.

4. SUMMARY OF FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following is a summary of the 2011 and 2010 unaudited information, included in the Plan's financial statements and supplemental schedule that was prepared by or derived from information prepared by the Trustee of the Plan and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information and investment information in the financial statements and supplemental schedule is complete and accurate as of and for the years ended December 31, 2011 and 2010:

	2011	2010
Statements of net assets — investments at fair value	\$36,981,890	\$32,938,400
Statements of changes in net assets — net appreciation	238,144	4,187,995

The fair value of the Plan's investments in common/collective trust funds has been determined by the Trustee; see Note 3 Fair Value Measurements for additional information. The Plan's investments in common/collective trust funds as of December 31, 2011 and 2010, consist of the following:

	2011			2010		
	Units/Shares	Fair Value		Units/Shares	Fair Value	
Frank Russell Trust Funds:						
Multi Mgr Bond Fund	794,677	\$ 12,897,615	*	759,721	\$ 11,562,947	*
Equity I Fund	225,234	10,486,873	*	196,962	9,209,952	*
All International Markets Fund	149,686	5,322,823	*	120,951	4,946,899	*
Large Cap Structured Equity Fund	478,668	5,255,776	*	440,014	4,602,545	*
Equity II Fund	46,322	<u>3,018,803</u>	*	40,204	<u>2,616,057</u>	*
Total		<u>\$ 36,981,890</u>			<u>\$ 32,938,400</u>	

* Investment exceeds 5% of net assets at December 31.

The Plan's common/collective trust funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value for the years ended December 31, 2011 and 2010, as follows:

	2011	2010
Fixed income common/collective trust fund investment (depreciation) appreciation	\$ 832,084	\$ 1,087,104
Equity common/collective trust funds investment (depreciation) appreciation	<u>(593,940)</u>	<u>3,100,891</u>
Common/collective trust funds	<u>\$ 238,144</u>	<u>\$ 4,187,995</u>

5. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the services 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.

The actuarial present value of accumulated plan benefits is determined by an 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 significant actuarial assumptions used in the valuations are as follows:

- Life expectancy of participants in accordance with the RP-2000 Mortality Table sex distinct, projected to 2026.
- Average rate of return used in the calculation of the present value of accumulated plan benefits is 8.0%.

- Retirement age of 60 with 20% retirement per annum from age of 60 through age 64 or immediate retirement, if participant is age 65 or older.

The actuarial present value of accumulated plan benefits as of January 1, 2012 and 2011 (for the years ended December 31, 2011 and 2010, respectively), are as follows:

	2011	2010
Vested benefits:		
Participants currently receiving payments	\$23,242,740	\$21,075,919
Other participants	14,147,431	12,904,665
Non-vested benefits	<u>488,013</u>	<u>1,074,773</u>
Total	<u>\$37,878,184</u>	<u>\$35,055,357</u>

The changes in accumulated plan benefits for the years ended January 1, 2012 and 2011 (December 31, 2011 and 2010, respectively) are as follows:

	2011	2010
Actuarial present value of accumulated plan benefits — beginning of year	<u>\$35,055,357</u>	<u>\$32,751,196</u>
Increase (decrease) during the year attributable to:		
Change in the assumptions	1,010,710	67,538
Plan amendment	-	-
Benefits accumulated — net	1,412,242	1,821,940
Benefits paid	(2,313,783)	(2,122,159)
Increase of interest due to the decrease in the discount period	<u>2,713,658</u>	<u>2,536,842</u>
Net increase	<u>2,822,827</u>	<u>2,304,161</u>
Actuarial present value of accumulated plan benefits — end of year	<u>\$37,878,184</u>	<u>\$35,055,357</u>

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

6. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated May 6, 2008, that the Plan and related trust are designed in accordance with applicable regulations of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Company and the Plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 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 currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

7. PLAN TERMINATION

The Plan can be terminated by the Company in certain limited situations. If the Plan is terminated, the net assets of the Plan will be distributed to the participants in an order of priority determined in accordance with ERISA and its applicable regulations, and with the Plan document.

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 survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

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

8. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of common/collective trust funds managed by the Trustee. Frank Russell Trust Company is the Trustee, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

9. PLAN TRANSFERS

During 2010, the Plan made a transfer payment of \$5,854 to the Century Aluminum of West Virginia Hourly Employees Pension Plan (the "Hourly Plan"). The transfer payment was an adjustment to a transfer payment previously received by the Plan in 2009 from the Hourly Plan to correct operational errors associated with the benefit payments to certain participants who transferred between the Plan and the Hourly Plan.

10. SUBSEQUENT EVENTS

We have evaluated all subsequent events through October 15, 2012, the date the financial statements were available to be issued.

Effective September 2012, the Company changed the Trustee of the Plan from Frank Russell Trust Company to SEI Investment Company. Frank Russell Trust Company will continue to process benefit payments for the Plan through December 31, 2012.

In September 2012, all the assets of the Plan were transferred from Frank Russell Trust to SEI Investment Company, except for approximately \$1,120,000 which was retained by Frank Russell Trust Company to make benefit payments for the Plan through December 31, 2012.

* * * * *

SUPPLEMENTAL SCHEDULES

CENTURY ALUMINUM EMPLOYEES' RETIREMENT PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011

Employer Identification Number: 13-3070826
Plan Number: 001

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Shares	Cost	Current Value
* Frank Russell Trust Company	Multi Mgr Bond Fund	794,677	\$ 9,891,624	\$12,897,615
* Frank Russell Trust Company	Equity I Fund	225,234	8,484,616	10,486,873
* Frank Russell Trust Company	All International Markets Fund	149,686	4,864,800	5,322,823
* Frank Russell Trust Company	Large Cap Structured Equity Fund	478,668	4,405,328	5,255,776
* Frank Russell Trust Company	Equity II Fund	46,322	2,156,684	3,018,803
TOTAL INVESTMENTS			<u>\$29,803,052</u>	<u>\$36,981,890</u>

CENTURY ALUMINUM EMPLOYEES' RETIREMENT PLAN

SCHEDULE H — PART IV, LINE 4j — SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2011

Employer Identification Number: 13-3070826

Plan Number: 001

Identity of Party Involved	Number of Purchases	Number of Sales	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred	Cost of Asset	of Asset on Transaction Date	Net Gain or (Loss)
Frank Russell Trust Company	9	16	Multi-Mgr Bond Fund	\$ 2,282,745	\$ 1,780,162	\$ -	\$ -	\$ 3,660,035	\$ 4,062,906	\$ 402,872
Frank Russell Trust Company	8	16	Equity I Fund	1,921,983	569,965	-	-	2,360,763	2,491,948	131,185

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001
Schedule SB, Line 26 – Schedule of Active Participant Data

Age and Service Distribution of Active Members

Completed Years of Service on January 1, 2011

Attained Age	Under 1 year		1 to 4 years		5 to 9 years		10 to 14 years		15 to 19 years		20 to 24 years		25 to 29 years		30 to 34 years		35 to 39 years		Over 40 years		Total	
	No.	Avg. Pay	No.	Avg. Pay	No.	Avg. Pay	No.	Avg. Pay	No.	Avg. Pay	No.	Avg. Pay	No.	Avg. Pay	No.	Avg. Pay	No.	Avg. Pay	No.	Avg. Pay	No.	Avg Pay
<25																						
25-29			10		2																12	
30-34			4		2		3														9	
35-39			14		4		8														26	96,180
40-44			8		5		7														20	90,600
45-49			11		5		8		3		1										28	86,912
50-54			9		6		8		1				1		7						32	85,315
55-59			5		6						1				8		6		1		27	98,387
60-64			5		5		2						1		1		2		8		24	101,009
65-69			2												1						3	
70&Up					1																1	
Total			68	87,639	36	107,074	36	78,080	4		2		2		17		8		9		182	89,266

	<u>January 1, 2011</u>
Number of active members	182
Average age	48.30
Average years of service	12.57
Average Compensation	\$89,266

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001

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

Statement of Actuarial Assumptions

Valuation Interest Rates

The September 2010 segment rates

1st Rate	3.78%
2nd Rate	6.31%
3rd Rate	6.57%

Mortality

2011 IRS Static Mortality Table

Turnover

According to Table T-3 of the Actuary's Pension Handbook.
Sample annual rates of withdrawal are as follows:

<u>Age</u>	<u>Rates</u>
20	6.577%
25	5.270%
30	4.831%
35	4.474%
40	3.841%
45	3.215%
50	1.525%
55	0.334%
60	0.000%

Salary Progression

3% for 2011 and 2012 and 4% for 2013 and beyond,
compounded annually.

Retirement Age

<u>Age</u>	<u>% Retire</u>
60 - 64	20%
65	100%

Married Participants

80% of all participants are assumed to be married. Female spouses are assumed to be three years younger than males.

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001

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

Statement of Actuarial Assumptions (continued)

Expenses	\$225,000
Disability Incidence	None assumed.
IRC Section 401(a)(17) Annual Compensation Limit	\$245,000 in 2011. For funding purposes, this limit is assumed to remain constant in the future.
IRC Section 415 Maximum Benefit Limit	\$195,000 in 2011. For funding purposes, this limit is assumed to remain constant in the future.

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001

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

Statement of Actuarial Methods (continued)

1. Actuarial Cost Method

The actuarial cost method is the Unit Credit Actuarial Cost Method.

Under this cost method, the actuarial accrued liability is defined as the present value of the accrued benefits on the valuation date. The unfunded actuarial accrued liability is the excess, if any, of the amount by which the accrued liability exceeds the actuarial value of plan assets.

The normal cost, determined on the valuation date, is the amount required to fund the benefit expected to be earned in the current year plus expected expenses.

2. Asset Valuation Method

Smoothed value method. Under this method the smoothed value is equal to the average of the fair market value on the valuation date and the adjusted fair market value on each of the preceding two valuation dates, but not less than 90% nor more than 110% of the Fair Value of Assets. The adjusted fair market value as of any preceding valuation date is equal to the fair market value as of such date increased for contributions reflected in the fair market value of assets on the current valuation that were not reflected in the fair market value of assets as of such preceding valuation date, decreased for benefit payments and expenses reflected in the fair market value of assets on the current valuation that were not reflected in the fair market value of assets as of such preceding valuation date, and adjusted for expected earnings (not in excess of the third segment rate with no phase-in applicable to the corresponding valuation date). Because the expected earnings are determined based on an investment return that is limited to the third segment rate, the resulting actuarial value of assets is more likely to be less than the fair value of assets over an extended period of time.

SCHEDULE OF REPORTABLE TRANSACTIONS

Schedule H, Line 4j

PLAN NAME: CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN

EIN: 13-3070826

PLAN NUMBER: 001

The Schedule H, line 4j -- Schedule of Reportable Transactions is included in the attachment titled ACCOUNTANT'S OPINION AND FINANCIAL STATEMENTS.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

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.

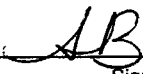
A Name of plan CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF CENTURY ALUMINUM COMPANY		D Employer Identification Number (EIN) 13-3070826
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>			
2 Assets:			
a Market value		2a	37358499
b Actuarial value		2b	34312946
3 Funding target/participant count breakdown:		(1) Number of participants (2) Funding Target	
a For retired participants and beneficiaries receiving payment	3a	202	24777911
b For terminated vested participants	3b	140	6687924
c For active participants:			
(1) Non-vested benefits	3c(1)		1425977
(2) Vested benefits	3c(2)		9998211
(3) Total active	3c(3)	182	11424188
d Total	3d	524	42890023
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	1505912

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		Date 1107195
AMY BEERT Type or print name of actuary		Most recent enrollment number 214-999-1400
PRICewaterhouseCOOPERS LLP Firm name		Telephone number (including area code)
2001 ROSS AVENUE DALLAS TX 75201 Address of the firm		

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

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

Schedule SB (Form 5500) 2011
v.012611

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)	1094662	
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1050000	
9	Amount remaining (line 7 minus line 8)	44662	0
10	Interest on line 9 using prior year's actual return of <u>14.15%</u>	6320	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		3154547
b	Interest on (a) using prior year's effective rate of <u>6.68%</u> except as otherwise provided (see instructions)		210724
c	Total available at beginning of current plan year to add to prefunding balance		3365271
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections	50982	
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	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
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	82.84 %
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
04/15/2012	634000				
07/15/2012	634000				
10/14/2012	634000				
01/13/2012	634000				
03/21/2012	819000				
09/14/2012	225000				
Totals ►			18(b)	3580000	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 3398959
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 63
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	1505912
b Excess assets, if applicable, but not greater than 31a		31b	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	8577077	1529105	
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	3035017
	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	3035017
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	3398959
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	363942
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	0
43 Excess installment acceleration amount to be carried over to future plan years		43	0

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001

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

Description of Weighted Average Retirement Age

Age	Retirement Rates	Lives Remaining	Retired	Weighted Age
60	20%	80.00	20.00	12.00
61	20%	64.00	16.00	9.76
62	20%	51.20	12.80	7.94
63	20%	40.96	10.24	6.45
64	20%	32.77	8.19	5.24
65	100%	0.00	<u>32.77</u>	<u>21.30</u>
			100.00	<u>62.7</u>

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001
Schedule SB, Part V - Summary of Plan Provisions

Summary of Plan Provisions

Plan Name	Century Aluminum Employees Retirement Plan.
Effective Date	February 7, 1989.
Eligibility	<p>Any salaried employee who was employed on February 7, 1989 and who was a participant in the Kaiser Aluminum Salaried Employees Retirement Plan (Kaiser Plan) on February 6, 1989 shall be a participant.</p> <p>Otherwise, a salaried employee becomes a participant on the earlier of January 1 or July 1 after completion of one year of service</p> <p>As of April 1, 2001, non-bargained employees at the Century Aluminum Kentucky location are eligible to participate in the Salaried Employees Retirement Plan on the earlier of January 1 or July 1 after completion of one year of service.</p>
Employee Contributions	None required or allowed.
Credited Service	<p>Based on elapsed number of months worked at Century Aluminum.</p> <p>Additionally, employees of Kaiser Aluminum and Chemical (KACC) receive credit for service performed for KACC prior to February 7, 1989 if they were employed by Ravenswood Aluminum Company on February 7, 1989.</p> <p>Employees who transferred from Ormet Company shall receive Credited Service equal to that accrued under the Ormet Company Salaried Employees Pension Plan. If an employee transfers to Ormet Company, he will cease earning Credited Service under this plan.</p> <p>Maximum 40 years.</p>
Compensation	All compensation before any reductions for 401(k) and 125 contributions to the extent allowable by law, excluding accrued vacation pay and performance shares.
Final Average Monthly Compensation	Base salary averaged over the highest 36 consecutive monthly periods in the last 120 month period worked.

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001
Schedule SB, Part V - Summary of Plan Provisions

Summary of Plan Provisions (continued)

Basic Benefit

A monthly benefit for life equal to the greater of 1. or 2. below less the total monthly vested benefits payable as a life annuity at age 62 from the Kaiser Plan and Ormet Company Salaried Employees Retirement Plan:

1. 1.5% of Final Average Monthly Compensation multiplied by Years of Credited Service (maximum of 40 years).
2. \$32.25 multiplied by Years of Credited Service (maximum of 40 years).

Minimum Benefit

A minimum monthly benefit for life equal to the larger of

1. 1.5% of Final Average Monthly Compensation multiplied by Years of Credited Service after February 7, 1989 (maximum of 40 years).
2. \$2,700 per annum.

Applies to Normal, Early and 30 Year Pensions.

Early Retirement Benefit

Participants eligible for Early Retirement who begin receiving benefits prior to age 62 will have their benefits reduced as follows:

<u>Commencement Age</u>	<u>Reduction Factor</u>
62	100%
61	97.5%
60	95%
59	90%
58	85%
57	80%
56	75%
55	70%

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001
Schedule SB, Part V - Summary of Plan Provisions

Summary of Plan Provisions (continued)

Retirement Eligibility

Normal Retirement

Participants who have attained age 62.

55/10 or Rule of 70

Participants who have attained age 55 with 10 years of Credited Service, or, whose age plus Credited Service is at least 70 shall be eligible to receive an Early Retirement Benefit.

Vested Termination

Participants who terminate after completing 5 years of service are vested in their accrued benefit.

Vested Terminated participants may receive an actuarially reduced benefit as early as age 55.

Pre-Retirement Surviving
Spouse Benefit

If a participant who has completed 5 years of service, or is age 62 dies while actively employed, his eligible spouse will receive 50% of his unreduced monthly benefit beginning at his death.

Changes Since Previous Valuation

The plan was amended during 2009 to provide supplemental benefits to certain participants.

Benefits Not Valued

No disability benefits were valued.
REACT surviving spouse benefits were not valued.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Schedule H, Line 4i

PLAN NAME: CENTURY ALUMINUM EMPLOYEES RETIREMENT PLAN

EIN: 36-3070826

PLAN NUMBER: 001

The Schedule H, line 4i -- Schedule of Assets (Held At End of Year) is included in the attachment titled ACCOUNTANT'S OPINION AND FINANCIAL STATEMENTS.

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001
Schedule SB, Line 32 – Schedule of Amortization Bases

Schedule of Amortization Bases

A. Amortization Charges:

	Type of <u>Base</u>	Date <u>Established</u>	Remaining Period <u>(Years)</u>	Present Value of Remaining <u>Base</u>	Amortization <u>Installment</u>
a. 2011 Shortfall	Shortfall	1/1/2011	7	\$3,005,177	\$494,440
b. 2010 Shortfall	Shortfall	1/1/2010	6	\$5,571,900	\$1,034,665
Total:				\$8,577,077	\$1,529,105

Century Aluminum Company
Century Aluminum Employees Retirement Plan
EIN: 13-3070826; PN: 001
Schedule SB, Line 24- Changes in Actuarial Assumptions

Change in Actuarial Assumptions

The salary scale was changed from 3.00% in 2011 and 4.00% in 2012 and beyond,
to 3.00% in 2011 and 2012 and 4.00% in 2013 and beyond, compounded annually.