

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 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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>SHIN-ETSU/SHINCOR SILICONES, INC. EMPLOYEE SAVINGS AND PROFIT SHARING 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>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>08/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>08/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SHINCOR SILICONES, INC.</u> <u>1030 EVANS AVE.</u> <u>AKRON, OH 44305-1021</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1683621</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>330-630-9460</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>325900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1683621</u>	2c Sponsor's telephone number <u>330-630-9460</u>	2d Business code (see instructions) <u>325900</u>	
2b Employer Identification Number (EIN) <u>34-1683621</u>					
2c Sponsor's telephone number <u>330-630-9460</u>					
2d Business code (see instructions) <u>325900</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	Filed with authorized/valid electronic signature. Signature of plan administrator	08/08/2013 Date	SUSAN WALKER 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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		5 205
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 182	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 22	
d Subtotal. Add lines 6a , 6b , and 6c	6d 204	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 204	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 145	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 5	
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 Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan SHIN-ETSU/SHINCOR SILICONES, INC. EMPLOYEE SAVINGS AND PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 SHINCOR SILICONES, INC.	D Employer Identification Number (EIN) 34-1683621

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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?
15 52 59 60 62 63 72	RECORDKEEPER	3350	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

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 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SHIN-ETSU/SHINCOR SILICONES, INC. EMPLOYEE SAVINGS AND PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SHINCOR SILICONES, INC.</u>	D Employer Identification Number (EIN) <u>34-1683621</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE VALUE RETURN CL 5

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST COMPANY

c EIN-PN <u>27-3868124-001</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>1470127</u>
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
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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;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan SHIN-ETSU/SHINCOR SILICONES, INC. EMPLOYEE SAVINGS AND PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 SHINCOR SILICONES, INC.	D Employer Identification Number (EIN) 34-1683621	

Part I	Asset and Liability Statement
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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	150	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	1442	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	275	-36347
(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)	377292	380584
(9) Value of interest in common/collective trusts.....	1c(9)	961935	1470127
(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)	8456406	9623531
(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	9797500	11437895

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9797500	11437895
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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)	349039	
(B) Participants	2a(1)(B)	655472	
(C) Others (including rollovers)	2a(1)(C)	20940	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1025451
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)	16681	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16681
(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)	276362	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		276362
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		13350
(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)		832790
c Other income.....	2c		-5148
d Total income. Add all income amounts in column (b) and enter total.....	2d		2159486

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	483686	
(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)		483686
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		32055
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)	3350	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3350
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		519091

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1640395
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: **BOBER, MARKEY, FEDOROVICH & CO.**

(2) EIN: **34-1523030**

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan SHIN-ETSU/SHINCOR SILICONES, INC. EMPLOYEE SAVINGS AND PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 SHINCOR SILICONES, INC.		D Employer Identification Number (EIN) 34-1683621
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 94-1687665		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

December 31, 2012 and 2011

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
ANNUAL REPORT INDEX
December 31, 2012 and 2011

The following financial statements and other information of the Shin-Etsu/Shincor Silicones, Inc. Employee Savings and Profit Sharing Plan is included herewith:

- Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011;
- Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011;
- Notes to Financial Statements

The following supplemental schedule of the Shin-Etsu/Shincor Silicones, Inc. Employee Savings and Profit Sharing Plan in the Annual Report of the Plan on Form 5500 filed with the Department of Labor for the year ended December 31, 2012 is included herewith:

- Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

All other supplemental schedules and notes for which provision is made in the applicable rules and regulations of the Department of Labor are not required under the related instructions or are inapplicable and, therefore, have been omitted.

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN

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CERTIFIED PUBLIC ACCOUNTANTS/BUSINESS ADVISORS
A PROFESSIONAL CORPORATION
AKRON | CLEVELAND

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator
Shin-Etsu/Shincor Silicones, Inc.
Employee Savings and Profit Sharing Plan
Akron, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Shin-Etsu/Shincor Silicones, Inc. Employee Savings and Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis of Disclaimer of Opinion paragraph; however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified by Bank of America, N.A., the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

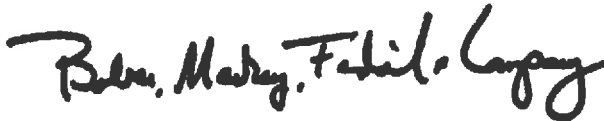
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule H, Line 4i, Schedule of Assets (Held at Year End) as of December 31, 2012 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America 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.



BOBER, MARKEY, FEDOROVICH & COMPANY

July 26, 2013

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Mutual funds	\$ 9,623,531	\$ 8,456,406
Common/collective trusts	<u>1,482,372</u>	<u>961,935</u>
	11,105,903	9,418,341
 RECEIVABLES		
Notes receivable from participants	380,584	377,292
 CASH	<u>275</u>	<u>425</u>
 NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	11,486,762	9,796,058
 Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(12,245)</u>	<u>-</u>
 NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 11,474,517</u></u>	<u><u>\$ 9,796,058</u></u>

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

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Interest and dividends	\$ 289,712	\$ 200,866
Interest on notes receivable from participants	<u>16,681</u>	<u>18,855</u>
	306,393	219,721
Contributions		
Employer	360,898	336,745
Employee	<u>696,155</u>	<u>668,499</u>
	1,057,053	1,005,244
Total additions	1,363,446	1,224,965
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid	509,279	333,100
Administrative expenses	<u>3,350</u>	<u>3,571</u>
Total deductions	512,629	336,671
NET APPRECIATION (DEPRECIATION) OF INVESTMENTS	<u>827,642</u>	<u>(547,684)</u>
NET INCREASE	1,678,459	340,610
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	9,796,058	9,455,448
End of year	<u>\$ 11,474,517</u>	<u>\$ 9,796,058</u>

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

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The Shin-Etsu/Shincor Silicones, Inc. Employee Savings and Profit Sharing Plan (the "Plan") is a retirement savings plan designed to invest voluntary pre-tax and post-tax employee contributions, matching employer contributions and discretionary employer contributions for the benefit of the participating employees. The following description of the Plan is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established by Shin-Etsu/Shincor Silicones, Inc. (the "Company") as a defined contribution 401(k) plan designed to provide employees of the Company and certain affiliates with tax advantaged long-term savings for retirement. As of May 1, 2012, the Company adopted a prototype plan, but no characteristics of the plan changed. The Plan is administered by the Company along with Bank of America, N.A. (the "Trustee"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees of the Company are eligible to participate in the Plan as of the first enrollment date after completing one month of service. The Plan offers enrollment dates monthly.

Contributions

The Plan provides for pre-tax contributions by participants and Roth elective deferrals, through payroll deductions, and for matching contributions by the Company. Each participating employee elects to enter into a salary reduction agreement by directly contacting the Trustee, thereby contributing to his/her participant account a percentage of compensation, as defined, not less than 1%, nor more than 100% of eligible earnings subject to Internal Revenue Code ("IRC") limitations. At their discretion, the participants may allocate the contributions among the investment funds made available by the Plan. Participants may change their contribution percentages and their allocation of future contributions among the available investments at any time.

The Plan provides for a matching contribution from the Company of 100% of the first 4% of eligible earnings contributed by each participant that does not work out of Freeport, Texas. Those employees working out of Freeport, Texas receive an employer matching contribution 100% of the first 6% of eligible earnings. The Company has the right to change the amount of its contributions, pursuant to the Plan, at any time. The Company did not make any discretionary contributions for the years ended December 31, 2012 and 2011.

Vesting and Distributions

Each participant is immediately and fully vested in all participant contributions and earnings thereon. Participants vest in matching contributions by the Company and the earnings thereon immediately under the safe harbor plan. On termination of service due to death, disability, or retirement, a participant receives a lump-sum payment.

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Participant Accounts

Each participant's account is increased, or decreased as appropriate, with (a) the participant's contribution, (b) the Company's matching and discretionary contributions, (c) net investment earnings based on the participant's account balance and composition, (d) administrative expenses, (e) loan disbursements and repayments, and (f) distributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Administrative Expense

The Plan Sponsor pays costs of administering the Plan, except for some cash management fees, which are paid by the Plan. There are also indirect fees deducted directly from investment earnings of the Plan.

Notes Receivable from Participants

Subject to certain limitations, the Plan permits loans to participants. The minimum loan amount is \$1,000. The maximum amount a participant may borrow is the lesser of (1) one-half of a participant's vested balance or (2) \$50,000. Participants may borrow from the value of their balances invested in any of the various investment funds at their discretion. The interest rate on the loans is equal to 1% plus the Prime lending rate, at commencement of the loan. The terms of the loans are 1-5 years or up to 15 years for the purchase of a primary residence. Principal and interest are paid bi-weekly through payroll deductions.

Rollovers

Participant's may transfer eligible cash distributions from any other employer sponsored qualified plan under Section 401(a) or 403(a) of the IRC into the Plan by a direct transfer from such other plan. Additionally, the Plan will accept a direct rollover of an eligible rollover distribution from a qualified plan under Section 401(a) or 403(a) of the IRC or participant rollover contribution of the portion of a distribution from an Individual Retirement Account or Annuity under Section 408(a) or 408(b) that is eligible to be rolled over and would otherwise be includable in gross income.

Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. The Trustee would value the trust and the shares of all participants as of the termination date and would distribute, as soon as possible, the balance of the accounts.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis.

Fair Value Measurements

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Investment Valuation and Income Recognition

Mutual funds are stated at fair value as measured by quoted market prices. Common / collective trust funds with underlying investments in fully benefit-responsive investment contracts are valued at fair market value of the underlying investments and then adjusted by the issuer to contract value.

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

As required by the Plan Accounting – Defined Contribution Pension Plans Topic and the Plan Accounting – Health and Welfare Benefit Plans Topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Also, as required, the Statements of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment income consists of interest and dividend income and participant loan interest. The net appreciation (depreciation) in the fair value of investments consists of realized gains or losses and the unrealized appreciation (depreciation) on those investments. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Realized gains and losses from security transactions are reported based on historical cost.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the amounts reported in the basis financial statements and related notes to the financial statements. Actual results could differ from those estimates. The Plan utilizes various investment instruments, including mutual funds and investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, 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 such changes could materially affect the amounts reported in the financial statements.

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Notes Receivable from Participants

Notes receivable from participants represent participant loans and are measured at their unpaid principal balance plus any accrued unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. Repayments of principal and interest are recognized in the period in which payroll deductions are processed.

Uncertain Tax Positions

Under the Income Taxes Topic of the FASB ASC, Plan management is required to identify potential uncertain tax positions taken, assess and quantify those positions and record reserves. As of December 31, 2012 and 2011 and for the years then ended, Plan management has identified no uncertain tax positions. The Plan files the United States Federal Form 5500 annually and is generally no longer subject to income tax examinations for years prior to 2009.

Subsequent Events

The Plan has evaluated subsequent events through July 26, 2013, the date the financial statements were available to be issued. See Note 8.

NOTE 3 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following is a summary, which has been prepared or derived from information prepared by the Trustee, and is included in the financial statements. This information has been certified by the Trustee to be complete and accurate as of and for the years ended December 31:

	2012	2011
Investments	\$ 11,105,903	\$ 9,418,341
Notes receivable from participants	\$ 380,584	\$ 377,292
Net appreciation (depreciation) of investments	\$ 827,642	\$ (547,684)
Interest and dividends	\$ 289,712	\$ 200,866
Interest on notes receivable from participants	\$ 16,681	\$ 18,855

NOTE 4 - INVESTMENTS

The Plan's investments are participant-directed accounts that are held by the Trustee. The following schedule presents investments that represent five percent or more of the Plan's net assets as of December 31:

	2012	2011
American Funds Europacific Growth Fund	\$ 1,226,480	\$ 1,053,889
Columbia Dividend Income Fund	\$ 907,450	\$ 795,014
MFS International Value Fund	\$ 1,653,782	\$ 1,576,196
PIMCO Total Return Fund	\$ 1,612,353	\$ 1,408,701
Prudential Jennison Mid Cap Growth Fund	\$ 954,554	\$ 728,767
INVESCO Stable Value Retirement Fund	\$ 1,482,372	\$ 961,935

SHIN-ETSU/SHINCOR SILICONES, INC.
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NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Fair Value Measurements and Disclosures Topic of the FASB ASC established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	2012		
	Level 1	Level 2	Total
Mutual funds			
Balanced funds	\$ 238,049	\$ -	\$ 238,049
Growth funds	6,162,578	-	6,162,578
Fixed income funds	1,612,353	-	1,612,353
Other funds	1,610,551	-	1,610,551
Total mutual funds	9,623,531	-	9,623,531
Common/collective trusts	-	1,482,372	1,482,372
Total assets at fair value	\$ 9,623,531	\$ 1,482,372	\$ 11,105,903

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

	2011		
	Level 1	Level 2	Total
Mutual funds			
Balanced funds	\$ 221,682	\$ -	\$ 221,682
Growth funds	5,247,850	-	5,247,850
Fixed income funds	1,408,701	-	1,408,701
Other funds	1,578,173	-	1,578,173
Total mutual funds	8,456,406	-	8,456,406
Common/collective trusts	-	961,935	961,935
Total assets at fair value	\$ 8,456,406	\$ 961,935	\$ 9,418,341

The Plan entered into a guaranteed insurance contract with the Trustee. The Trustee maintains the Plan's investments in their general accounts. The accounts are credited with actual earnings on the underlying investments and charged for plan withdrawals. As of December 31, 2012, as described in Note 2, the contract is reported at contract value and the adjustment from fair value is required, as stated on the Statements of Net Assets Available for Benefits. The contract is included in the financial statements at December 31, 2011, at the current contract value, which approximates to fair market value, as reported to the Plan by the Trustee.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Trustee, represents contributions made under the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is a single crediting interest rate applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a monthly or quarterly basis for resetting and are influenced by the level of market interest rates, the amount and timing of activity, investment returns generated by the fixed income investments that back the contract, and the duration of the holding of those fixed income investments.

In certain circumstances, the amount withdrawn from the contract would be payable at fair value rather than at contract value. These events include termination of the plan, a material adverse change to the provisions of the plan, the employer elects to withdraw from the contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the contract issuer's underwriting criteria for issuance of a clone wrapper contract. Plan management believes it is not probable that such events would be of sufficient magnitude to limit the ability of the Plan to transact at contract value with the participants in the Trust.

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Average yields for the Plan are as follows:	<u>2012</u>	<u>2011</u>
Based on actual earnings	1.51%	1.76%
Based on interest rate credited to participants	1.69%	1.82%

NOTE 5 - TAX STATUS

As of May 1, 2012, the Company adopted a prototype plan. The prototype plan obtained its determination letter as on March 31, 2008, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan Administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status and believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Prior to May 1, 2012, the Plan operated under a Safe Harbor plan, which had obtained its latest determination letter on December 20, 2004, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan Administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status and believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - PARTY-IN-INTEREST

There are indirect fees deducted directly from investment earnings of the Plan for Trustee services.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net asset available for benefits per the financial statements to Form 5500 as of December 31, 2012:

Net assets available for benefits per the financial statements	\$ 11,474,517
Contributions and loan repayments allocated to participant accounts in 2012 for which cash deposit was posted in 2013	<u>(36,622)</u>
Net assets available for benefits per Form 5500	<u>\$ 11,437,895</u>

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

The following is a reconciliation of employee contributions per the financial statements to Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Employee contributions per the financial statements	\$ 696,155	\$ 668,499
Contributions allocated to participant accounts in 2012 for which cash deposit was posted in 2013	(18,301)	-
Participant contribution receivable from 2011	(1,442)	1,442
Employee contributions per Form 5500	<u>\$ 676,412</u>	<u>\$ 669,941</u>

The following is a reconciliation of employer contributions per the financial statements to Form 5500 as of December 31, 2012:

Employer contributions per the financial statements	\$ 360,898
Contributions allocated to participant accounts in 2012 for which cash deposit was posted in 2013	(11,859)
Employee contributions per Form 5500	<u>\$ 349,039</u>

The following is a reconciliation of benefits paid per the financial statements to Form 5500 as of December 31, 2012:

Benefits paid per the financial statements	\$ 509,279
Loan repayments allocated to participant accounts in 2012 for which cash deposit was posted in 2013	6,462
Benefits paid per Form 5500	<u>\$ 515,741</u>

NOTE 8 - SUBSEQUENT EVENTS

Effective April 1, 2013, the new Plan provider is Ascensus, Inc. and the new trustee for the plan is Frontier Trust. Additionally on this date, the Plan was renamed the Shin-Etsu 401(k) Retirement Savings Plan, in connection with the merger of Shincor, a wholly-owned subsidiary of Shin-Etsu Silicones of America, Inc. ("Shin-Etsu") with its parent company Shin-Etsu.

SHIN-ETSU/SHINCOR SILICONES, INC.
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER NO. 34-1683621
PLAN NO. 002
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	MUTUAL FUNDS:			
	American Funds Europacific Growth Fund	Mutual Funds	N/A	\$ 1,226,480
	Blackrock Global Allocation Fund, Inc.	Mutual Funds	N/A	58,570
	Columbia Dividend Income Fund	Mutual Funds	N/A	907,450
	Columbia Small Cap Value Fund	Mutual Funds	N/A	361,477
	Henderson Global Technology Fund	Mutual Funds	N/A	194,473
	INVESCO Charter Fund	Mutual Funds	N/A	390,177
	INVESCO Real Estate Fund A	Mutual Funds	N/A	215,080
	MFS International Value Fund	Mutual Funds	N/A	1,653,782
	Oakmark Equity and Income Fund	Mutual Funds	N/A	442,267
	Oppenheimer Developing Markets Fund	Mutual Funds	N/A	542,692
	Perkins Mid Cap Value Fund	Mutual Funds	N/A	392,959
	PIMCO Total Return Fund	Mutual Funds	N/A	1,612,353
	Prudential Jennison Mid Cap Growth Fund	Mutual Funds	N/A	954,554
	Sentinel Common Stock Fund	Mutual Funds	N/A	387,414
	Van Eck Global Hard Assets Fund	Mutual Funds	N/A	260,834
	Wells Fargo Utility and Telecom Fund	Mutual Funds	N/A	22,969
	TOTAL MUTUAL FUNDS			9,623,531
	COMMON/COLLECTIVE TRUSTS:			
	INVESCO Stable Value Retirement Fund	Guaranteed investment contract	N/A	1,482,372
		Loans with repayment terms of 1 to 5 years with rates of		
*	Notes receivable from participants	4.25% to 7.00%	\$ -	380,584
				\$ 11,486,487

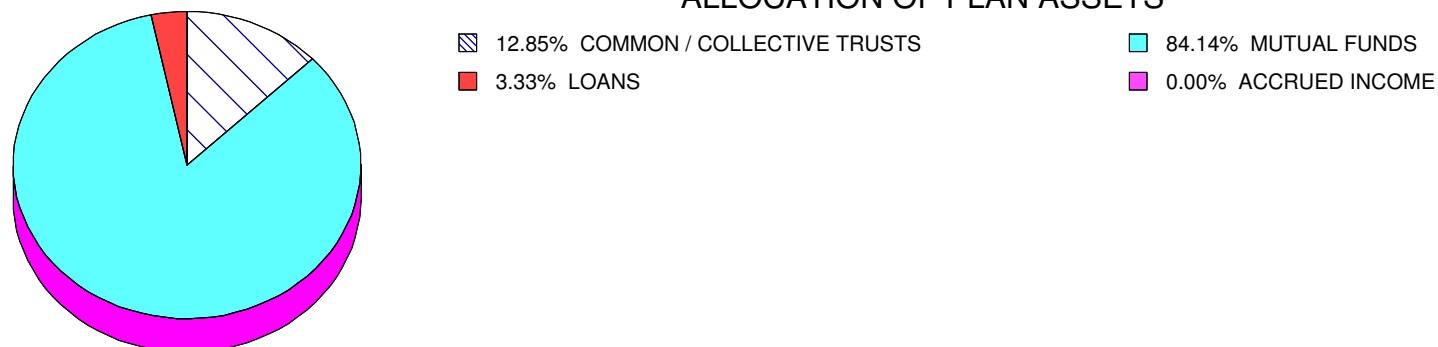
* Represents a party-in-interest, as defined by ERISA.

N/A Information is not required for participant-directed investments pursuant to Form 5500 instructions.

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

SHIN-ETSU/SHINCOR EMPLOYEE
SAVINGS & PROFIT SHARING PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>COMMON / COLLECTIVE TRUSTS</u>					
INVESCO STABLE VALUE RET CL 5	1,302,398.4800	1.000	1,302,398.48	1,302,398.48	11.39%
INVESCO STABLE VAL RET GM CL 5	167,728.5590	1.000	167,728.56	167,728.56	1.47%
TOTAL COMMON / COLLECTIVE TRUSTS			1,470,127.04	1,470,127.04	12.85%
<u>MUTUAL FUNDS</u>					
THE OAKMARK EQ & INC FD CL II	15,589.2558	28.370	356,281.37	442,267.19	3.87%
PERKINS MID CAP VALUE FD CL A	9,608.7353	21.320	201,557.14	204,858.24	1.79%
PERKINS MID CAP VALUE GM CL A	8,822.7490	21.320	167,306.68	188,101.01	1.64%
AMERICAN EUROPACIFIC GR FD R3	15,333.9514	40.450	602,848.55	620,258.33	5.42%
AMERICAN EUROPACIF GR FD R3 GM	14,986.9244	40.450	557,452.12	606,221.09	5.30%
PRUDENTIAL JENNISON MID-CAP A	22,205.4205	31.230	577,187.23	693,475.28	6.06%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

SHIN-ETSU/SHINCOR EMPLOYEE
SAVINGS & PROFIT SHARING PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
PRUDENTIAL JENNISON MID-CAP GM	8,359.8857	31.230	191,648.05	261,079.23	2.28%
COLUMBIA DIVIDEND INCOME	18,058.6623	14.750	225,901.24	266,365.27	2.33%
COLUMBIA DIVIDEND INCOME GM	43,463.3384	14.750	507,536.31	641,084.24	5.60%
HENDERSON GBL CL A	9,431.3157	20.620	191,284.87	194,473.73	1.70%
WELLS FARGO UTILITY AND TELECO	1,601.7502	14.340	20,944.35	22,969.10	0.20%
BLACKROCK GLOBAL ALLOC A	2,967.0921	19.740	57,580.90	58,570.40	0.51%
VAN ECK GLOBAL HARD ASSETS	5,976.9467	43.640	290,922.79	260,833.95	2.28%
MFS INTERNATIONAL VALUE FD A	42,163.4926	27.040	1,031,312.78	1,140,100.84	9.97%
MFS INTERNATIONAL VAL FD A GM	18,997.0649	27.040	457,144.18	513,680.63	4.49%
OPPENHEIMER DEV MKTS FD CL A	15,378.0547	35.290	514,063.77	542,691.55	4.74%
PIMCO TOTAL RETURN FUND CL A	75,227.1556	11.240	813,578.27	845,553.23	7.39%
PIMCO TOT RET FD CL A GM	68,220.5927	11.240	733,556.97	766,799.46	6.70%
INVESCO REAL ESTATE FUND A	8,807.5447	24.420	195,697.36	215,080.24	1.88%
COLUMBIA SMALL CAP VALUE I A	4,958.6950	41.520	206,592.22	205,885.02	1.80%
COLUMBIA SMALL CAP VALUE A GM	3,747.4006	41.520	150,466.05	155,592.07	1.36%
INVESCO CHARTER FUND A	21,724.7732	17.960	306,509.87	390,176.93	3.41%
SENTINEL COMMON STOCK FD	11,347.8100	34.140	374,982.80	387,414.23	3.39%
TOTAL MUTUAL FUNDS			8,732,355.87	9,623,531.26	84.14%
<u>LOANS</u>					
LOAN FUND	380,583.5700	1.000	380,583.57	380,583.57	3.33%
INVESTMENT TOTAL			10,583,066.48	11,474,241.87	100.32%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

SHIN-ETSU/SHINCOR EMPLOYEE
SAVINGS & PROFIT SHARING PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			275.15	275.15	0.00%
CASH			(36,622.45)	(36,622.45)	-0.32%
TOTAL ASSETS			10,546,719.18	11,437,894.57	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades