# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2012**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
CONTRAN CORPORATION PENSION PLAN

**1b** Three-digit plan number (PN) ▶ 003

**1c** Effective date of plan 06/01/1972

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

CONTRAN CORPORATION

5430 LBJ FREEWAY, SUITE 1700
DALLAS, TX 75240-2697

**2b** Employer Identification Number (EIN) 74-1646336

**2c** Sponsor's telephone number 972-233-1700

**2d** Business code (see instructions) 321210

**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. | 09/27/2013 | MELINA M MEYERS |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 09/27/2013 | GREGORY M SWALWELL |
| | **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 [X] 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** | 1330 |
| **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** | 166 |
| **b** | Retired or separated participants receiving benefits | **6b** | 746 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 384 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 1296 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 10 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 1306 |
| **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** | 3 |
| **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:
1A 1G 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

# SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

**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

▶ **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
CONTRAN CORPORATION PENSION PLAN

**B** Three-digit plan number (PN) ▶ 003

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

**D** Employer Identification Number (EIN)
74-1646336

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

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

## Part I Basic Information

| | | | | |
|---|---|---|---|---|
| 1 | Enter the valuation date: Month 01 Day 01 Year 2012 | | | |
| 2 | Assets: | | | |
| | **a** Market value | 2a | | 55904440 |
| | **b** Actuarial value | 2b | | 55904440 |
| 3 | Funding target/participant count breakdown: | | **(1)** Number of participants | **(2)** Funding Target |
| | **a** For retired participants and beneficiaries receiving payment | 3a | 738 | 26058671 |
| | **b** For terminated vested participants | 3b | 430 | 10943777 |
| | **c** For active participants: | | | |
| | **(1)** Non-vested benefits | 3c(1) | | 2641398 |
| | **(2)** Vested benefits | 3c(2) | | 13805824 |
| | **(3)** Total active | 3c(3) | 168 | 16447222 |
| | **d** Total | 3d | 1336 | 53449670 |
| 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 | | 7.01 % |
| 6 | Target normal cost | 6 | | 1156033 |

**Statement by Enrolled Actuary**

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

**SIGN HERE**

Signature of actuary

09/23/2013
Date

MICHAEL MORIN
Type or print name of actuary

08-04030
Most recent enrollment number

MILLIMAN, INC.
Firm name

214-863-5500
Telephone number (including area code)

1000 N. CENTRAL EXPWY, SUITE 1500
DALLAS, TX 75231-4177
Address of the firm

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

## Part II Beginning of Year Carryover Prefunding Balances

| | | (a) Carryover balance | (b) Prefunding balance |
|---|---|---|---|
| 7 | Balance at beginning of prior year after applicable adjustments (line 13 from prior year) | 4517 | 0 |
| 8 | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) | | |
| 9 | Amount remaining (line 7 minus line 8) | 4517 | 0 |
| 10 | Interest on line 9 using prior year's actual return of -2.71% | -122 | |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| | a Present value of excess contributions (line 38a from prior year) | | 0 |
| | b Interest on (a) using prior year's effective interest rate of 7.01% except as otherwise provided (see instructions) | | 0 |
| | c Total available at beginning of current plan year to add to prefunding balance | | 0 |
| | d Portion of (c) to be added to prefunding balance | | |
| 12 | Other reductions in balances due to elections or deemed elections | | |
| 13 | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) | 4395 | 0 |

## Part III Funding Percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 104.58 % |
| 15 | Adjusted funding target attainment percentage | 15 | 104.58 % |
| 16 | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement | 16 | 104.45 % |
| 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 |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ► 18(b) | 0 | 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 | 0 |

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

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

c If line 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 |
|---|---|---|---|
| | | | |

## Part V Assumptions Used to Determine Funding Target and Target Normal Cost

**21** Discount rate:

**a** Segment rates:

| 1st segment: | 2nd segment: | 3rd segment: | |
|---|---|---|---|
| 5.54% | 6.85% | 7.52 % | ☐ N/A, full yield curve used |

| | | |
|---|---|---|
| **b** Applicable month (enter code) | **21b** | 0 |
| **22** Weighted average retirement age | **22** | 65 |

**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 subject to 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** | 1156033 |
| **b** Excess assets, if applicable, but not greater than line 31a | **31b** | 1156033 |

| **32** Amortization installments: | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | | |
| **b** Waiver amortization installment | | |

| | | |
|---|---|---|
| **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** | 0 |

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

| | | |
|---|---|---|
| **36** Additional cash requirement (line 34 minus line 35) | **36** | 0 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | **37** | 0 |

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

| | | |
|---|---|---|
| **a** Total (excess, if any, of line 37 over line 36) | **38a** | 0 |
| **b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances | **38b** | |
| **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 an election was made to use PRA 2010 funding relief for this plan:

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

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

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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 | **B** Three-digit plan number (PN) ▶ | |
|---|---|---|
| CONTRAN CORPORATION PENSION PLAN | | 003 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500 | **D** Employer Identification Number (EIN) | |
| CONTRAN CORPORATION | 74-1646336 | |

## Part I Service Provider Information (see instructions)

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

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

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

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

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

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

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

NORTHWEST RETIREMENT PLANS, INC.

93-0839718

| (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? |
|---|---|---|---|---|---|---|
| 12 15 50 | NONE | 37535 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

MILLIMAN, INC.

91-0675641

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 11 50 | NONE | 33252 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

SUTTON FROST CARY LLP

75-2593210

| (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? |
|---|---|---|---|---|---|---|
| 10 50 | NONE | 17250 | Yes [ ] No [X] | 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)

U.S. BANK NATIONAL ASSOCIATION

77-2832229

| (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? |
|---|---|---|---|---|---|---|
| 12 18 21 50 62 65 | NONE | 6454 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**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
CONTRAN CORPORATION PENSION PLAN

**B** Three-digit plan number (PN) ▶ 003

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

**D** Employer Identification Number (EIN)
74-1646336

**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: THE COMB. MASTER RETIREMENT TRUST

**b** Name of sponsor of entity listed in (a): U.S. BANK NATIONAL ASSOCIATION

| **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) |
|---|---|---|
| 75-2832229-001 | M | 60698383 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: THE COMB MASTER RETIREMENT SUBTRUST

**b** Name of sponsor of entity listed in (a): U.S. BANK NATIONAL ASSOCIATION

| **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) |
|---|---|---|
| 75-2832229-002 | M | 18145 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

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

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

OMB No. 1210-0110

**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
CONTRAN CORPORATION PENSION PLAN

**B** Three-digit plan number (PN) ▶ 003

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

**D** Employer Identification Number (EIN)
74-1646336

## 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 | 186625 | 181871 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | 280 | 280 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | 55904440 | 60716528 |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 56091345 | 60898679 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | 17250 | 26934 |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 17250 | 26934 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 56074095 | 60871745 |

## 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) | | |
| | **(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) | | 0 |
| **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 |
| | **(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) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 8894719 |
| (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 | | 8894719 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 3908661 | |
| (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) | | 3908661 |
| 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) | 50501 | |
| (2) Contract administrator fees | 2i(2) | 43989 | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 93918 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 188408 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 4097069 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 4797650 |
| 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)** [X] 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 [X] No

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

**(1)** Name: SUTTON FROST CARY LLP **(2)** EIN: 75-2593210

**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:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | 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.) | 4c | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | X | | 10925709 |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

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

## Part V Trust Information (optional)

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

# 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

**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
CONTRAN CORPORATION PENSION PLAN

**B** Three-digit plan number (PN) ▶ 003

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

**D** Employer Identification Number (EIN)
74-1646336

## 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): 51-6039978 93-0839718

**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** 5

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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: 46% Investment-Grade Debt: 11% High-Yield Debt: 1% Real Estate: 0% Other: 42%

**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):

Sutton Frost Cary LLP
A Limited Liability Partnership
Certified Public Accountants and Consultants

# REPORT OF INDEPENDENT AUDITORS

To the Retirement Committee of the
Contran Corporation Pension Plan:

We have audited the accompanying financial statements of the Contran Corporation Pension Plan ("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**

Plan 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 the financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Contran Corporation Pension Plan as of December 31, 2012 and 2011, and the changes in its financial status for the years then ended in accordance with accounting principles generally accepted in the United States of America.

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**Report on Supplemental Information**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Sutton Frost Carey
A Limited Liability Partnership
Certified Public Accountants

September 12, 2013
Arlington, Texas

CONTRAN CORPORATION PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2011 and 2012

| | 2011 | 2012 |
|---|---|---|
| Assets: | | |
| Investment in The Combined Master Retirement Trust at fair value: | | |
| CMRT Primary Subaccount | $34,762,952 | $60,698,383 |
| CMRT Subaccount | 21,141,488 | 18,145 |
| Total investments | 55,904,440 | 60,716,528 |
| Cash and cash equivalents | 186,625 | 181,871 |
| Prepaids | 280 | 280 |
| Total assets | 56,091,345 | 60,898,679 |
| Liabilities - fees payable | 17,250 | 26,934 |
| Net assets available for benefits | $56,074,095 | $60,871,745 |

See accompanying Notes to Financial Statements.

CONTRAN CORPORATION PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31, 2011 and 2012

| | 2011 | 2012 |
|---|---|---|
| Addition - Investment income - net appreciation (depreciation) in fair value of investments | $(1,465,966) | $ 8,894,719 |
| Deductions: | | |
| Benefits paid to participants | 3,530,989 | 3,908,661 |
| Administrative expenses | 158,094 | 188,408 |
| Total deductions | 3,689,083 | 4,097,069 |
| Net increase (decrease) in net assets available for benefits | (5,155,049) | 4,797,650 |
| Net assets available for benefits: | | |
| Beginning of year | 61,229,144 | 56,074,095 |
| End of year | $56,074,095 | $60,871,745 |

See accompanying Notes to Financial Statements.

CONTRAN CORPORATION PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

**Note 1 - Description of Plan:**

*General.* The following description of the Contran Corporation Pension Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Plan is a non-contributory defined benefit pension plan which covers eligible current and former employees of Contran Corporation, Valhi, Inc., Flight Proficiency Service, Inc. ("Flight Proficiency"), Southwest Louisiana Land Company ("SWLL"), Dixie Rice Agricultural Corporation, Inc. ("Dixie"), Contran Security, Inc. ("Security") and Medite Corporation (collectively, the "Employer"). Current employees of the Employer who are at least 21 years old become eligible to participate in the Plan upon attaining at least one year of eligible service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

At December 31, 2012, Contran held, directly or through subsidiaries, approximately 93% of Valhi's outstanding common stock. SWLL, Flight Proficiency, Dixie and Security are wholly-owned subsidiaries of Contran and Medite is a wholly-owned subsidiary of Valhi. The operations of Medite have been sold. Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (of which Mr. Simmons is sole trustee) or is held by Mr. Simmons or persons or other entities related to Mr. Simmons. Mr. Simmons may be deemed to control the Employer and the Plan. Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that such trusts hold.

*Contributions.* Employer contributions are determined and paid annually in amounts sufficient to meet the minimum funding requirements of ERISA and to not exceed the maximum amounts currently deductible for federal income tax purposes. Employer contributions were nil in 2011 and 2012.

*Pension benefits.* Upon retirement or death, the participant or beneficiary may elect to receive one of a number of different payment methods as outlined in the Plan document.

*Plan termination.* The Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, in compliance with the provisions of ERISA. In the event the Plan is terminated, the accrued benefits of each participant would become fully vested to the extent funded. The net assets of the Plan, after providing for liquidation expenses, are to be allocated in accordance with Section 4044 of ERISA. To the extent unfunded vested benefits exist, ERISA provides that such benefits are payable to participants by the Pension Benefit Guaranty Corporation, subject to certain limitations.

*Expenses of administering the Plan.* To the extent not paid by the Plan, administrative expenses are paid by the Employer at its sole discretion. The Plan paid a significant portion of administrative expenses in 2011 and 2012.

*Tax status.* The Plan, as amended and restated effective January 1, 2012, has been notified by the Internal Revenue Service in a letter dated January 30, 2013, that it is a qualified plan under Section 401(a) of the Internal Revenue Code of 1986 (the "Code"), as amended, and is therefore exempt from federal income taxes under provisions of Section 501(a) of the Code.

The Plan's Annual Returns/Reports of Employee Benefit Plan prior to 2009 are closed to examination by the applicable tax authorities. The Plan had no

significant uncertain tax positions for the years ended December 31, 2011 and 2012.

**Note 2 - Summary of significant accounting policies:**

*Basis of accounting.* The financial statements of the Plan are prepared on the accrual basis of accounting.

*Cash and cash equivalents.* Cash equivalents consist principally of money market instruments with average maturities of three months or less.

*Payment of benefits.* Benefits are recorded when paid.

*Management estimates.* The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results may, in some instances, differ from previously estimated amounts.

*Investment valuation and income recognition.* The Plan's investments are stated at fair value. See Note 3 for a discussion of fair value measurements. The net appreciation (depreciation) for the year is reflected in the Plan's statement of changes in net assets available for benefits. Realized gains or losses on sales of investments are calculated on an average cost basis.

*Subsequent events.* The Plan has evaluated subsequent events through September 12, 2013, the date these financial statements were available to be issued.

**Note 3 - The Combined Master Retirement Trust:**

The assets of the Plan are held and the related investment transactions are executed by U.S. Bank National Association, as custodian. Substantially all of the Plan's assets are invested in certain units of The Combined Master Retirement Trust (the "Combined Trust"), a collective investment trust which provides for the collective investment by various employee benefit plans maintained by the Employer and certain related corporations (the "Qualified Plans"). Harold C. Simmons is the trustee of the Combined Trust and as noted above may be deemed to control the Employer. U.S. Bank National Association is custodian of the Combined Trust.

At December 31, 2012, the Combined Trust consists of a (i) CMRT Subaccount which holds cash equivalents for the benefit of certain of the Qualified Plans, (ii) CMRT Subaccount 3 which holds securities issued by Valhi, Inc. for the benefit of certain of the Qualified Plans and (iii) CMRT Primary Subaccount, which holds all of the remaining assets of the Combined Trust for the benefit of all of the Qualified Plans. Prior to December 2012, the CMRT Subaccount also held securities issued by Titanium Metals Corporation ("TIMET") for the benefit of certain of the Qualified Plans. The Plan only holds units in the CMRT Primary Subaccount and the CMRT Subaccount.

Investments held by the Combined Trust are stated at fair value. The fair value per CMRT Primary Subaccount unit and CMRT Subaccount unit is determined semi-monthly by dividing the total fair value of the net assets of the CMRT Primary Subaccount and the CMRT Subaccount, respectively, by the number of units outstanding for each subaccount. Units are issued or redeemed based on the most recent unit value. In accordance with the plan of trust, net income from investment activities is distributed only through the redemption of units.

The CMRT Subaccount's assets at December 31, 2011 included 15,434,604 shares of TIMET common stock, representing 9% of the outstanding shares of TIMET. At December 31, 2011, Contran and its subsidiaries held an aggregate of approximately 30% of TIMET's common stock, and Mr. Simmons and his spouse held

an additional 16% of TIMET's outstanding common stock. The fair value of the TIMET common stock held by the CMRT Subaccount represented 35% of the combined total assets of the CMRT Primary Subaccount and CMRT Subaccount at December 31, 2011 and 99.37% of the CMRT Subaccount's total assets at December 31, 2011.

In December 2012, the Combined Trust elected to sell all of its shares of TIMET common stock for $254.7 million ($16.50 per share) pursuant to a cash tender offer by a third party. Contran and its affiliates also sold their shares of TIMET common stock at $16.50 per share in the same tender offer. The $254.7 million proceeds received by the Trust from the sale of its shares of TIMET common stock were transferred from the CMRT Subaccount to the CMRT Primary Subaccount and were invested in a cash equivalent at the end of 2012. Following completion of the TIMET tender offer, the TIMET Master Retirement Trust ("TIMET Trust"), one of the Qualified Plans, ceased participation in the Combined Trust, and in January 2013 the TIMET Trust withdrew its assets from the Combined Trust, which consisted of $61.3 million in cash from the CMRT Primary Subaccount and all assets held in Subaccount 3 (the TIMET Trust had a 100% interest in Subaccount 3). Subsequently in January 2013, the Combined Trust redeployed the remaining proceeds from the TIMET sale into other investments in the CMRT Primary Subaccount. In February 2013, the remaining cash equivalents in the CMRT Subaccount were transferred to the CMRT Primary Subaccount.

At December 31, 2012, the CMRT Primary Subaccount and the CMRT Subaccount had net assets of $726,210,120 and $199,705, respectively (December 31, 2011 - $426,847,058 and $232,670,732, respectively). Summarized combined financial information of the CMRT Primary Subaccount and the CMRT Subaccount at December 31, 2011 and 2012, and the combined statements of changes in net assets for the years then ended, are presented below.

| *Statements of Net Assets* | December 31, | |
|---|---|---|
| | 2011 | 2012 |
| Investments, at fair value: | | |
| Securities: | | |
| Common and preferred stocks | $492,541,418 | $309,792,879 |
| Mutual funds | 92,263,030 | 84,540,212 |
| Limited partnerships | 52,725,928 | 57,468,339 |
| Corporate bonds and other fixed income securities | 3,999,999 | 3,999,999 |
| Real estate: | | |
| Limited partnerships | 778,339 | 778,339 |
| Real estate mortgage notes | 1,515,527 | 1,515,527 |
| Cash and cash equivalents | 15,538,784 | 268,074,946 |
| Total investments | 659,363,025 | 726,170,241 |
| Accrued interest and dividends | 195,137 | 178,450 |
| Other assets | 170,553 | 61,134 |
| Total assets | 659,728,715 | 726,409,825 |
| Liabilities - | | |
| Payable for unsettled securities purchases | 210,925 | - |
| Net assets | $659,517,790 | $726,409,825 |
| Number of Combined Trust units outstanding: | | |
| Primary Subaccount | 482,887 | 709,028 |
| Subaccount | 94,343 | 73 |
| Net asset value per Combined Trust unit: | | |
| Primary Subaccount | $ 883.95 | $ 1,024.23 |
| Subaccount | $ 2,466.21 | $ 2,745.88 |

| *Statements of Changes in Net Assets* | Years ended December 31, 2011 | 2012 |
|---|---|---|
| Investment activities: | | |
| Interest and dividends | $ 10,579,352 | $ 16,964,739 |
| Partnership distributions and other | 94,630 | 133,976 |
| | 10,673,982 | 17,098,715 |
| Investment, administrative and other expenses | 1,122,378 | 1,217,199 |
| Net investment income | 9,551,604 | 15,881,516 |
| Net realized and unrealized change in fair value of investments: | | |
| Securities: | | |
| Common and preferred stocks | (22,910,898) | 72,710,126 |
| Mutual funds | (15,609) | 5,871,485 |
| Limited partnerships | (217,434) | 11,048,271 |
| Corporate bonds and other fixed income securities | (926,996) | - |
| Real estate | 81,148 | - |
| Total net realized and unrealized increase (decrease) in fair value of investments | (23,989,789) | 89,629,882 |
| Net increase (decrease) from investment activities | (14,438,185) | 105,511,398 |
| Unit transactions: | | |
| Proceeds from issuance of units | 10,203,088 | 264,711,366 |
| Payments for redemption of units | (48,477,912) | (303,330,729) |
| Net decrease from unit transactions | (38,274,824) | (38,619,363) |
| Net increase (decrease) in net assets | (52,713,009) | 66,892,035 |
| Net assets at beginning of year | 712,230,799 | 659,517,790 |
| Net assets at end of year | $659,517,790 | $ 726,409,825 |

At December 31, 2012, the Plan held 59,262 units in the CMRT Primary Subaccount and 7 units in the CMRT Subaccount (December 31, 2011 - 39,327 units and 8,572 units respectively).

The following presents investments that represent 5 percent or more of the Plan's net assets at year-end:

| | Fair value December 31, 2011 | 2012 |
|---|---|---|
| CMRT Primary Subaccount | $34,762,952 | $60,698,383 |
| CMRT Subaccount | 21,141,488 | 18,145* |

* Amount does not represent 5 percent or more of the Plan's net assets at December 31, 2012.

The Plan and the Combined Trust carry their investments at fair value in accordance with Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures,* which establishes a consistent framework for measuring fair value and is applied to all financial statement items required to be measured at fair value. The standard requires fair value measurements to be classified and disclosed in one of the following three categories:

- *Level 1* - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

- *Level 2* - Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the assets or liability; and
- *Level 3* - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

The asset 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 maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the combined investments of the CMRT Primary Subaccount and the CMRT Subaccount as of December 31, 2011 and 2012.

| | Fair Value at Reporting Date Using | | | |
|---|---|---|---|---|
| | Total | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| | | (In thousands) | | |
| **December 31, 2011:** | | | | |
| Securities: | | | | |
| Common and preferred stocks: | | | | |
| Industrial Materials | $294,232 | $294,232 | $ - | $ - |
| Consumer Discretionary | 51,847 | 35,364 | - | 16,483 |
| Education | 40,141 | - | - | 40,141 |
| Information Technology | 28,400 | 28,400 | - | - |
| Foreign | 21,957 | 21,957 | - | - |
| Healthcare | 20,884 | 20,669 | - | 215 |
| Financial | 18,615 | 18,359 | - | 256 |
| Energy | 12,796 | 12,796 | - | - |
| Telecom Services | 3,669 | 3,669 | - | - |
| Total common and preferred stocks | 492,541 | 435,446 | - | 57,095 |
| Mutual funds: | | | | |
| Fixed income funds | 88,722 | 88,722 | - | - |
| Growth funds | 3,541 | 3,541 | - | - |
| Total mutual funds | 92,263 | 92,263 | - | - |
| Limited partnerships | 52,726 | - | 5,145 | 47,581 |
| Corporate bonds and other fixed income securities | 4,000 | - | - | 4,000 |
| Real estate: | | | | |
| Limited partnerships | 778 | - | - | 778 |
| Real estate mortgage notes | 1,516 | - | - | 1,516 |
| Cash and cash equivalents | 15,539 | 15,539 | - | - |
| Total investments at fair value | $659,363 | $543,248 | $ 5,145 | $110,970 |

| | Fair Value at Reporting Date Using | | | |
|---|---|---|---|---|
| | Total | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| | | (In thousands) | | |
| December 31, 2012: | | | | |
| Securities: | | | | |
| Common and preferred stocks: | | | | |
| Industrial Materials | $ 86,995 | $ 86,995 | $ - | $ - |
| Consumer Discretionary | 65,048 | 38,089 | - | 26,959 |
| Education | 39,404 | - | - | 39,404 |
| Information Technology | 27,721 | 27,721 | - | - |
| Foreign | 20,107 | 20,107 | - | - |
| Healthcare | 27,271 | 27,271 | - | - |
| Financial | 28,276 | 27,264 | - | 1,012 |
| Energy | 11,791 | 11,791 | - | - |
| Telecom Services | 3,180 | 3,180 | - | - |
| Total common and preferred stocks | 309,793 | 242,418 | - | 67,375 |
| Mutual funds: | | | | |
| Fixed income funds | 80,939 | 80,939 | - | - |
| Growth funds | 3,601 | 3,601 | - | - |
| Total mutual funds | 84,540 | 84,540 | - | - |
| Limited partnerships | 57,468 | - | 6,006 | 51,462 |
| Corporate bonds and other fixed income securities | 4,000 | - | - | 4,000 |
| Real estate: | | | | |
| Limited partnerships | 778 | - | - | 778 |
| Real estate mortgage notes | 1,516 | - | - | 1,516 |
| Cash and cash equivalents | 268,075 | 268,075 | - | - |
| Total investments at fair value | $726,170 | $595,033 | $ 6,006 | $125,131 |

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

*Common and preferred stocks*: Investments that are valued at the closing price reported on the active market on which the individual securities are traded are classified within Level 1. Investments that trade infrequently or not at all, but are valued based on recent third-party transactions in the investment, third party valuations during the year, forecasted operating results, potential mergers or sales and other unobservable inputs, are classified within Level 3.

*Mutual funds:* Investments are valued at the daily closing price as reported by the fund. Mutual funds held by the Trust are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Combined Trust are deemed to be actively traded, thus are classified within Level 1.

*Securities - Limited partnerships*: Investments classified within Level 2 are valued at the closing price reported on the active market on which the individual securities are traded adjusted for contractual obligations. Investments classified within Level 3 have significant unobservable inputs, as they trade infrequently or not at all. The selection of appropriate valuation techniques such as the market approach, income approach or cost approach varies by investment and may be affected by the availability of relevant inputs as well as the relative reliability of inputs. The inputs used in estimating the value of Level 3 investments may include original

transaction prices and recent transactions in the same or similar instruments, financial information obtained from the issuer, current and projected financial condition and results of operations of the issuer, current and projected ability of the issuer to service its debt obligations and meet its contractual obligations, current and projected financial, liquidity and performance ratios and information applicable to the issuer, current or projected debt or capital restructuring of the issuer, information regarding any offers or proposals regarding the acquisitions or dispositions of the issuer and/or the investment, completed or pending third-party transactions in the underlying investment or comparable issuers, length of time since investment was made, rights and terms of securities, and other unobservable inputs. Due to the inherent uncertainty of these estimates, these values may differ materially from the values that would have been used had a ready market for these investments existed.

*Corporate bonds and other fixed income securities*: Investments that trade infrequently or not at all, and are valued based on original transaction price, are classified within Level 3.

*Real estate:* Limited partnerships classified within Level 3 are valued based on the partnership's valuations adjusted for contractual obligations and the partnership's analysis of current market conditions. Real estate mortgage notes are valued based on the developer's estimate of actual and projected sales for the projects.

*Cash and cash equivalents:* Investments are valued at the NAV of $1.00 per share based on frequent transactions, in which the NAV was $1.00 in all transactions.

The following table sets forth a summary of changes in the fair value of the combined Level 3 assets of the CMRT Primary Subaccount and the CMRT Subaccount for the years ended December 31, 2011 and 2012.

| | Level 3 Assets | | | | | |
|---|---|---|---|---|---|---|
| | | Securities | | | Real estate | |
| | Total | Common and preferred stock | Limited partnerships | Corporate bonds | Limited partnerships | Mortgage notes |
| | | | (In thousands) | | | |
| Level 3 fair value at December 31, 2010: | $ 113,494 | $51,435 | $ 54,943 | $4,927 | $ 656 | $1,533 |
| Realized losses, net | (3,951) | 2,760 | - | (927) | (5,784) | - |
| Unrealized gains, net | 10,507 | 7,644 | (3,026) | - | 5,906 | (17) |
| Purchases | 1,952 | 256 | 1,696 | - | - | - |
| Sales | (11,032) | (5,000) | (6,032) | - | - | - |
| Level 3 fair value at December 31, 2011 | 110,970 | 57,095 | 47,581 | 4,000 | 778 | 1,516 |
| Realized gains, net | 791 | 791 | - | - | - | - |
| Unrealized gains, net | 21,209 | 11,022 | 10,187 | - | - | - |
| Purchases | 2,260 | 750 | 1,510 | - | - | - |
| Sales | (10,099) | (2,283) | (7,816) | - | - | - |
| Level 3 fair value at December 31, 2012: | $ 125,131 | $67,375 | $ 51,462 | $4,000 | $ 778 | $1,516 |
| The amount of total gains (losses) for 2012 included in net increase in net assets resulting from operations attributable to the net change in unrealized gains relating to Level 3 assets still held at December 31, 2012 | $ 21,209 | $11,022 | $ 10,187 | $ - | $ - | $ - |

The Combined Trust's policy is to recognize transfers into and out of Level 3 as of December 31st. There were no transfers between levels in the fair value hierarchy during 2011 and 2012. Additional information concerning the Combined Trust's significant Level 3 assets as of December 31, 2012 is presented below. Except as otherwise noted, the Combined Trust has no unfunded commitments with respect to these investments at December 31, 2012.

*Common and preferred stocks:* This class includes investments in privately held companies primarily in the consumer discretionary and education industries that are focused on growth. The Combined Trust's investment in these companies can only be sold with the approval of the respective issuer.

*Limited partnerships:* This class includes investments in private equity funds that have different areas of focus with the goal of capital appreciation. One investment with a fair value of $13.0 million at December 31, 2012 may be partially redeemed without approval of the partnership management with 60 days notice to the partnership, and another investment with a fair value of $1.4 million at December 31, 2012 may be redeemed without approval of the partnership management on a monthly basis with 90 days notice to the partnership. The remaining investments may be redeemed with the approval of the general partner of the partnership. If the Combined Trust remains invested, distributions will be made from investments as the underlying investments of the partnerships are liquidated.

The agreements covering certain of the Combined Trust's limited partnership interests contain provisions that obligate the Combined Trust to invest additional amounts when and as determined by the general partner. Each of the commitment periods are subject to extension and amendment as provided in the respective limited partnership agreements. The Combined Trust had $1.5 million in remaining commitments at December 31, 2012 of which $.2 million had been funded through September 12, 2013. At December 31, 2012, the commitment periods for the limited partnership interests with remaining commitments expire in 2014 through 2023.

*Corporate bonds:* This class includes investments in corporate bonds. At December 31, 2012, this class consists of an investment in bonds issued by The Whitney International University System Ltd. ("Whitney") (aggregate principal amount of $4 million; aggregate fair value of $4 million) which are convertible at the Combined Trust's option, at any time, into common shares of Whitney at a price of $4.75 per share.

The following table summarizes the valuation methodology and significant unobservable inputs used for the Combined Trust's investments in securities that are categorized within Level 3 of the fair value hierarchy as of December 31, 2012:

| Assets | Fair value at December 31, 2012 | Valuation Technique | Unobservable inputs | Range of inputs (Weighted Average) |
|---|---|---|---|---|
| | | (In thousands) | | |
| Common and preferred stocks: | | | | |
| Education | $ 39,404 | Market Approach/ Market Comparables | Appraised value | 70% - 100% (100%) |
| Consumer Discretionary | 26,959 | Income Approach/ Discounted Cash Flows | EBITDA multiple | 5.5x - 7.5x |
| | | | Cost of capital | 19.1% - 22.0% |
| Financial | 1,012 | Market Approach/ Market Comparables | Recent transaction in same security | N/A |
| Total common and preferred stocks | 67,375 | | | |
| Securities - Limited partnerships: | | | | |
| Private equity fund-Telecom services | 17,380 | Market Approach/ Market Comparables | Comparable sales | N/A |
| | | | Recapitalization | N/A |
| | | | Tower cash flow | 17x - 20x |
| Private equity fund-General | 13,014 | Income Approach/ Discounted Cash Flows | Book value multiple | 1x - 1.34x |
| | | | Capitalization rate | 11% |
| | | | EBITDA multiple | 4x - 11x (5.7x) |
| | | | Illiquidity discount | 15% - 20% (16.8%) |
| | | | Size premium | 3% - 11.8% (5.4%) |
| | | | Weighted average cost of capital | 7.2% - 18.4% (11.5)% |
| | | Market Approach/ Market Comparables | Appraised value | 50%-100% (97%) |
| | | | Book value multiple | 1.34x - 1.6x (1.54x) |
| | | | EBITDA multiple | 3.64x - 11x (8.0x) |
| | | | Illiquidity discount | 15% |
| | | | Net earnings multiple | 26x |
| | | | Revenue multiple | 0.65x |
| Private equity fund-Industrial Materials | 11,964 | Income Approach/ Discounted Cash Flows | EBITDA multiple | 5x |
| Private equity funds-General | 3,613 | Income Approach/ Discounted Cash Flows | EBITDA multiple | 5x |
| Private equity fund-General | 2,279 | Market Approach/ Market Comparables | 50% M&A Comparable and 50% Publicly Traded Comparable Companies | |
| | | | Price/Assets | 2.14% - 15.68% |
| | | | Price/Book | 0.41x - 1.52x |
| | | | Price/Earnings | 7.61x - 25.79x |
| | | | Price/Deposits | 2.49% - 18.59% |
| | | | Tangible Book Premium/ Core Deposits | 0.00% - 9.38% |
| | | | Lack of marketability discount | 15% |
| Private equity funds-General* | 3,212 | | | |
| Total securities - limited partnerships | 51,462 | | | |
| Corporate bonds and other fixed income securities | 4,000 | Cost Approach | Original transaction price | N/A |
| Total Level 3 securities | $122,837 | | | |

* Consists of several private equity funds not considered significant for disclosure of valuation methodology and unobservable inputs.

**Note 4 - Actuarial present value of accumulated benefits:**

Accumulated plan benefits are those estimated future 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 (i) retired and terminated vested participants or their spouses, (ii) spouses of deceased participants, and (iii) active participants or their spouses. Benefits payable under all circumstances (retirement, death and termination of employment) are included to the extent they are deemed attributable to employee services rendered to the valuation date.

The actuarial present value of accumulated benefits is determined by independent actuaries and is that 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 those for post-retirement mortality) between the valuation date and the expected date of payment. Actuarial valuations are determined at January 1 of each Plan year. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the actuarial present value calculation.

The significant actuarial assumptions used in the valuations as of December 31, 2012 were (i) life expectancy of participants - The Separate RP2013 Annuitants/Non-Annuitants Mortality Tables for Males and Females; (ii) retirement age assumption - the earliest age at which employees are eligible for unreduced benefits; and (iii) interest rate - 8.5%.

The actuarial present value of accumulated benefits and the changes in the actuarial present value of accumulated benefits are summarized below.

| | December 31, 2011 | December 31, 2012 |
|---|---|---|
| | (In thousands) | |
| Actuarial present value of accumulated plan benefits: | | |
| Vested benefits: | | |
| Participants currently receiving payments | $23,113 | $24,046 |
| Active participants | 11,686 | 13,465 |
| Terminated participants with vested rights | 9,173 | 7,678 |
| | 43,972 | 45,189 |
| Nonvested benefits | 2,221 | 2,041 |
| Total actuarial present value of accumulated plan benefits | $46,193 | $47,230 |

| | Year ended December 31, 2012 |
|---|---|
| | (In thousands) |
| Actuarial present value of accumulated plan benefits at beginning of year | $46,193 |
| Change during the year attributable to: | |
| Increase for interest | 3,764 |
| Benefits paid to participants | (3,909) |
| Net benefits accumulated | 851 |
| Actuarial loss | 331 |
| Net increase | 1,037 |
| Actuarial present value of accumulated plan benefits at end of year | $47,230 |

CONTRAN CORPORATION PENSION PLAN

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

| Description of investment | Cost | Fair value |
|---|---|---|
| The Combined Master Retirement Trust Primary Subaccount | $34,902,814 | $60,698,383 |
| The Combined Master Retirement Trust Subaccount | 18,145 | 18,145 |
| Total investments | $34,920,959 | $60,716,528 |

See Independent Auditor's Report.

# 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

**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

▶ **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: Contran Corporation Pension Plan

**B** Three-digit plan number (PN) ▶: 003

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

**D** Employer Identification Number (EIN): 74-1646336

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

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

## Part I Basic Information

**1** Enter the valuation date: Month 1 Day 1 Year 2012

| | | | | |
|---|---|---|---|---|
| **2** | Assets: | | | |
| | **a** Market value | | **2a** | 55,904,440 |
| | **b** Actuarial value | | **2b** | 55,904,440 |
| **3** | Funding target/participant count breakdown: | | (1) Number of participants | (2) Funding Target |
| | **a** For retired participants and beneficiaries receiving payment | **3a** | 738 | 26,058,671 |
| | **b** For terminated vested participants | **3b** | 430 | 10,943,777 |
| | **c** For active participants: | | | |
| | (1) Non-vested benefits | **3c(1)** | | 2,641,398 |
| | (2) Vested benefits | **3c(2)** | | 13,805,824 |
| | (3) Total active | **3c(3)** | 168 | 16,447,222 |
| | **d** Total | **3d** | 1,336 | 53,449,670 |
| **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** | 7.01 % |
| **6** | Target normal cost | | **6** | 1,156,033 |

**Statement by Enrolled Actuary**

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

**SIGN HERE**

Signature of actuary

09/23/2013
Date

Michael Morin
Type or print name of actuary

11-04030
Most recent enrollment number

Milliman
Firm name

(214) 863-5500
Telephone number (including area code)

10000 N. Central Expressway
Suite 1500
Dallas TX 75231
Address of the firm

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

## Part II Beginning of Year Carryover Prefunding Balances

| | | (a) Carryover balance | (b) Prefunding balance |
|---|---|---|---|
| 7 | Balance at beginning of prior year after applicable adjustments (line 13 from prior year) | 4,517 | 0 |
| 8 | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) | 0 | 0 |
| 9 | Amount remaining (line 7 minus line 8) | 4,517 | 0 |
| 10 | Interest on line 9 using prior year's actual return of (2.71) % | (122) | |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| | a Present value of excess contributions (line 38a from prior year) | | |
| | b Interest on (a) using prior year's effective interest rate of 7.01 % except as otherwise provided (see instructions) | | 0 |
| | c Total available at beginning of current plan year to add to prefunding balance | | 0 |
| | d Portion of (c) to be added to prefunding balance | | 0 |
| 12 | Other reductions in balances due to elections or deemed elections | | |
| 13 | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) | 4,395 | 0 |

## Part III Funding Percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 104.58 % |
| 15 | Adjusted funding target attainment percentage | 15 | 104.58 % |
| 16 | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement | 16 | 104.45 % |
| 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 |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ▶ 18(b) | 0 | 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 | 0 |

20 Quarterly contributions and liquidity shortfalls:

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

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

c If line 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 |
|---|---|---|---|
| | | | |

## Part V Assumptions Used to Determine Funding Target and Target Normal Cost

**21** Discount rate:

**a** Segment rates:

| 1st segment: | 2nd segment: | 3rd segment: | ☐ N/A, full yield curve used |
|---|---|---|---|
| 5.54 % | 6.85 % | 7.52 % | |

| | | |
|---|---|---|
| **b** Applicable month (enter code) | 21b | 0 |
| **22** Weighted average retirement age | 22 | 65 |

**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 subject to 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 | 1,156,033 |
| **b** Excess assets, if applicable, but not greater than line 31a | 31b | 1,156,033 |

**32** Amortization installments:

| | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 0 | 0 |
| **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 | 0 |

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

| | | |
|---|---|---|
| **36** Additional cash requirement (line 34 minus line 35) | 36 | 0 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | 37 | 0 |
| **38** Present value of excess contributions for current year (see instructions) | | |
| **a** Total (excess, if any, of line 37 over line 36) | 38a | 0 |
| **b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances | 38b | |
| **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 an election was made to use PRA 2010 funding relief for this plan:

| | | |
|---|---|---|
| **a** Schedule elected | | ☐ 2 plus 7 years ☐ 15 years |
| **b** Eligible plan year(s) for which the election in line 41a was made | | ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011 |
| **42** Amount of acceleration adjustment | 42 | |
| **43** Excess installment acceleration amount to be carried over to future plan years | 43 | |

**Contran Corporation Pension Plan**

**EIN 74-1646336/ PN 003**
**Schedule SB, line 22**
**Description of Weighted Average Retirement Age**
**January 1, 2012**

| Age | Retirement Rate | Age Weight |
|---|---|---|
| 55 | 0% | 0.00 |
| 56 | 0% | 0.00 |
| 57 | 0% | 0.00 |
| 58 | 0% | 0.00 |
| 59 | 0% | 0.00 |
| 60 | 0% | 0.00 |
| 61 | 0% | 0.00 |
| 62 | 0% | 0.00 |
| 63 | 0% | 0.00 |
| 64 | 0% | 0.00 |
| 65 | 100% | 65.00 |

| | |
|---|---|
| **Average Weighted Retirement Age** | **65** |

## Contran Corporation Pension Plan 74-1646336 / 003

## Contran Corporation Pension Plan

## EIN 74-1646336/ PN 003
## Schedule SB, Part V
## Statement of Actuarial Assumptions/Methods
## January 1, 2012

The true cost of a pension plan will ultimately be determined by the excess of benefits actually paid and the expenses incurred in its administration over investment income earned on monies set aside for its funding. Thus, the ultimate cost of a plan cannot be known until the last payment has been made to its last participant. The actuarial cost method is the technique adopted by the actuary for establishing the amount and incidence of annual actuarial costs. The actuarial cost method determines the portion of the ultimate cost of a pension plan which should be allocated to each plan year (known as the normal cost). The cost method is thus a budgeting tool which helps to ensure that the pension plan will be adequately and systematically funded.

In accordance with the Pension Protection Act of 2006 (PPA), the actuarial cost method used in the valuation of this Plan is known as the ***unit credit cost method***. Under this cost method a projected retirement benefit at assumed retirement age is computed for each participant using one year's future pay increases. The Target Normal Cost for each participant is computed as the present value of the pro-rate portion of the participant's projected benefit which is accrued or earned during the plan year being valued. The Target Normal Cost for the plan is the total of the individually computed Target Normal Costs for all participants including the costs for any death or disability benefits under the plan.

The Funding Target at any point in time for an active participant is the present value of the benefit which has been accrued up to the valuation date. For persons receiving benefits or entitled to a deferred vested retirement income, the Funding Target for the plan is the total of the individually computed Funding Target over the assets less the carryover and prefunding balances. The shortfall amortization installment is the payment that will amortize the Shortfall Amortization Base in level annual installments over a seven year period.

The funding cost of the Plan is derived by making certain specific assumptions as to rates of interest, mortality, turnover, etc. which are assumed to hold for many years into the future. Since actual experience may differ somewhat from the assumptions, the costs determined by the valuation must be regarded as estimates of the true costs of the Plan.

For purposes of applying the actuarial cost method, the actuarial value of assets is equal to the market value of assets.

## Contran Corporation Pension Plan 74-1646336 / 003

## Contran Corporation Pension Plan

## EIN 74-1646336/ PN 003
## Schedule SB, Part V
## Statement of Actuarial Assumptions/Methods
## January 1, 2012

### Funding Target Rates

- January Segmented Rates
- Effective Interest Rate for PPA – 7.01% per annum, compounded annually

### Interest Rate – FASB ASC Topic 960

8.00% per annum, compounded annually

### Earnings Progression

4.00% per annum, compounded annually.

### Future Social Security Wage Base Increases

None assumed

### Explicit Provision for Expenses

Estimated expenses for current year added to normal cost

### Mortality Rates

**PPA Liabilities**

The Separate RP2012 Annuitants/Non-Annuitants Mortality Tables for Males and Females

**FASB ASC Topic 960 Liabilities**

The Separate RP2012 Annuitants/Non-Annuitants Mortality Tables for Males and Females

### Withdrawal Rates

None assumed.

### Retirement Rates

**Medite**

Participants are assumed to retire at age 62 if eligible for unreduced benefit, otherwise age 65.

**Valhi**

Participants are assumed to retire at the earlier of age 59½ and the first date that age plus years of vesting service are equal to or greater than 90 years, or age 65.

## Marriage Rates

- Percentage married: 100%
- Age difference: Males are assumed to be three years older than their spouse

## Changes in Actuarial Assumptions since Prior Valuation

Effective January 1, 2012, the following changes were made to the actuarial assumptions:

- **Funding Target Rate – Effective rate for PPA:** changed from 5.92% per annum to 7.01% per annum.
- **Mortality Rates:** changed from the Separate RP2011 Annuitants/Non-Annuitants Mortality Tables for Males and Females to the Separate RP2012 Annuitants/Non-Annuitants Mortality Tables for Males and Females.

# Contran Corporation Pension Plan

## EIN 74-1646336/ PN 003
## Schedule SB, Part V
## Summary of Plan Provisions
## January 1, 2012

## 1. Definitions

**Accrued Benefit**

The Accrued Benefit for each Participant is determined using the same formula which is used to compute such Participant's Normal Retirement Benefit, taking into account the Participant's Benefit Years and Average Compensation through the date of determination.

**Actuarial Equivalent**

Actuarial Equivalent means a form of benefit differing in time, period and/or manner of payment from another form of benefit but having the same value when computed based upon the following interest and mortality assumptions:

- **Interest:** 8.50% per annum, compounded annually.
- **Mortality:** 1983 Group Annuity Mortality Table using unisex rates which are blended using 80% male rates and 20% female rates

The present value of any Accrued Benefit for purposes of determining the amount of a lump sum distribution will be equal to the greater of the present value determined using the interest rates and mortality table specified above or the present value determined using the "Applicable Interest Rate" and the "Applicable Mortality Table".

The Applicable Interest Rate for distribution during a plan year is the rate equal to the annual rate of interest on a 30-year Treasury securities in effect for the month of January of the Plan Year of distribution or such other time as the Secretary of the Treasury may by regulations prescribe.

The Applicable Mortality Table is the table based on the mortality rates in Revenue Ruling 95-6 or such other table as the Secretary of the Treasury may later prescribe.

**Average Compensation**

A Participant's monthly Average Compensation, as of a given date, is determined by dividing the total Compensation he received during all years of employment by the number of months during such period for which he received Compensation.

A Participant's excess monthly Average Compensation is that portion, if any, of his monthly Average Compensation which is in excess of his monthly Average Wage Base.

**Average Wage Base**

A Participant's monthly Average Wage Base, as of a given date, is one-twelfth of an amount equal to the maximum amount of earnings considered as wages for that plan year under Section 3121(a)(1) of the Code (or under any comparable section or sections of legislation that amends, supplements or supercedes Section 3121(a)(1)) as in effect as of the first day of that year.

**Compensation**

Compensation reflects that compensation which is treated as FICA wages without regard to the Social Security taxable wage base, including bonuses, overtime, commissions or deferred compensation, but excluding:

- Non-cash compensation and any amounts contributed by the employer for the participant's benefit to, or paid to the participant under, this plan or any other retirement or benefit plan maintained by the employees; provided that any amounts which are treated as salary reduction contributions and used to purchase non-taxable benefits under Section 125 or 401(k) of the Internal Revenue Code shall be included in his earnings.
- Reimbursements for medical, dental or travel expenses, automobile allowances, relocation allowances, educational assistance allowances or other special allowances and awards.
- Income realized for federal income tax purposes as a result of (i) group life insurance, (ii) personal use of an employer owned automobile, (iii) grant or exercise of option(s) to acquire shares of stock of any Valhi Company (whether or not related to or in lieu of the exercise of such option(s)) or the disposition of shares acquired on exercise of such an option, or (iv) transfer of restricted shares of stock or restricted property of a Valhi Company, or the removal of any such restrictions.
- Compensation paid or payable to the participant, or to any governmental body or agency on account of the participant, under the terms of any state, federal or foreign law requiring the payment of such compensation because of the participant's voluntary or involuntary termination or employment with any Valhi Company.

In accordance with Internal Revenue Code Section 401(a)(17), annual Compensation in excess of $200,000 (or such other maximum amount as may be permitted pursuant to Section 401(a)(17) of Code or from time to time by the secretary of the Treasury or his delegate or by law) is disregarded.

**Effective Date**

The Effective Date of the Plan as amended and restated is January 1, 1998. As of January 1, 1994, the Medford Corporation Employees' Pension Plan (for salaried employees) was merged in to the Medford Corporation Retirement Plan For Hourly Paid Employees. As of January 1, 2001, the Valhi, Inc. Pension Plan was merged in to the Medite Corporation Retirement Plan. The Plan was then renamed Contran Corporation Pension Plan.

**Eligible Employee Classification**

An Eligible Employee Classification is a classification of Employees, the members of which are eligible to participate in the Plan. The Plan covers all employee classifications except:

- employees who are members of a collective bargaining unit
- resident aliens in the U.S. on a temporary basis (unless specifically included by the plan administrator)
- nonresident aliens
- leased employees
- independent consultants or contract employees
- independent contractors, and

- any person classified by an employer in its sole discretion as a leased employee, independent consultant, contract employee of independent contractor regardless of whether such person is subsequently determined by a government agency or court to be other than as classified by the employer.

**Employers Included**

Medite Corporation and any adopting affiliate.

**Entry Date**

Entry Date means the January 1st or July 1st which coincides with or next follows the date that the eligibility requirements are met.

**Normal Retirement Age**

A Participant's Normal Retirement Age is the date he attains age 65 or the fifth anniversary of the date he became a plan participant.

A Participant who has attained age 59½ but who has not yet attained age 65 shall be considered as having attained his Normal Retirement Date on the first date that such Participant's age and years of vesting service total 90 years or more.

**Normal Retirement Date**

A Participant's Normal Retirement Date is the first day of the month which coincides with or next follows the date on which the Participant attains Normal Retirement Age.

**Plan Administrator**

The Plan Administrator is Contran Corporation.

**Plan Year**

The Plan Year is the 12 month period beginning January 1 and ending December 31.

**Vested Accrued Benefit**

A Participant's Vested Accrued Benefit as of a given date is equal to the product of his Accrued Benefit multiplied by his Vested Percentage as of that same date.

**Vesting Schedule**

A Participant's Vested Percentage will be 100% upon the completion of 5 Years of Vesting Service. Prior to the completion of 5 Years of Vesting Service, a Participant's Vested Percentage is zero.

**Years of Benefit Service**

Years of Service for purposes of computing a Participant's Normal Retirement Benefit are referred to as Years of Benefit Service and are determined using the Elapsed Time Method.

All of a Participant's Years of Benefit Service are taken into account in determining his monthly benefit except:

- Fractional months,
- Service prior to July 1, 1982, and
- Service in excess of 30 years.
    a. The 30 year service provision was modified as of December 13, 2010, such that the benefit only takes into account the 30 years of benefit service which produces the highest benefit.

**Years of Eligibility Service**

A Year of Eligibility Service is credited for each computation period during which an Employee is credited with at least 1,000 Hours of Service. The initial computation period is the 12 consecutive month period

beginning with the employee's employment commencement date. Thereafter, the computation period is the 12 consecutive month period beginning with the anniversary of the employee's employment commencement date.

All of an Employee's Years of Eligibility Service are taken into account in determining his eligibility to participate.

**Years of Vesting Service**

Years of Service for purposes of computing a Participant's Vested Percentage are referred to as Years of Vesting Service and are determined using the Hours of Service Method.

A Year of Vesting Service is credited for each Plan Year in which an Employee is credited with at least 1,000 Hours of Service.

All of a Participant's Years of Vesting Service are taken into account in determining his Vested Percentage.

## Participation

An Employee who is a member of an Eligible Employee Classification will become a participant in the Plan on the January 1st or July 1st which coincides with or next follows the attainment of age 21 and the completion of one Year of Eligibility Service.

## Normal Retirement

Each Participant who becomes eligible for a Normal Retirement Benefit under the plan will be entitled to receive a monthly retirement pension benefit beginning at the Participant's Normal Retirement Date and payable in the Normal Benefit Form.

**Normal Retirement Benefit**

A Participant's Normal Retirement Benefit is an annual pension benefit commencing on his Normal Retirement Date payable in the Normal Benefit Form in an amount equal to:

- 1.20% of Average Compensation, plus
- 0.55% of Average Compensation in excess of Average Wage Base

for each year of Benefit Service.

**Normal Benefit Form**

- **Medite** - Lifetime Pension, 5 Years Certain - Monthly pension benefit payable for the lifetime of the Participant with payments guaranteed for a minimum of 5 years.
- **Valhi** - Joint & Survivor Pension - monthly pension benefit payable during the lifetime of the Participant and spouse.

## Early Retirement

**Early Retirement Date**

A Participant's Early Retirement Date is the first day of the month so elected by the Participant which coincides with or next follows the date upon which the Participant satisfies the following requirements:

**Medite**

- Attainment of age 55; and
- Completion of 5 Years of Service.

**Valhi**

- Attainment of age 60; and
- Completion of 10 Years of Service.

**Early Retirement Benefit**

**Medite**

A Participant's Early Retirement Benefit is a pension benefit determined as of his Early Retirement based on Benefit Years and compensation up to Early Retirement Date. The benefit is unreduced after age 62 and is reduced by 5% per year prior to age 62 with interpolation between whole years.

For hourly participants terminated prior to 1976 and salaried participants terminated prior to 1989 the reduction applies from age 65.

**Valhi**

A Participant's Early Retirement Benefit is equal to the Actuarial Equivalent of his Accrued Benefit determined as of his Early Retirement Date.

## Deferred Retirement

An active Participant who continues his employment with the Employer beyond his Normal Retirement Date may begin to receive his Retirement Benefit to which he is entitled as of his Deferred Retirement Date.

**Deferred Retirement Date**

A Participant's Deferred Retirement Date is the first day of the month coincident with or next following the date he retires and requests the commencement of his Retirement Benefit after he has continued in the employ of the Employer beyond his Normal Retirement Date.

**Deferred Retirement Benefit**

A Participant's Deferred Retirement Benefit is equal his Normal Retirement Benefit, actuarially increased to reflect the deferred payment of his Normal Retirement Benefit.

## Optional Benefit Forms

Optional Benefit Forms are available and equal to the Actuarial Equivalent of the Normal Benefit Form and may be in an amount more than or less than that provided by the Normal Benefit Form depending on the option selected. Such distribution may be in one or more of the following forms:

**Medite**

- Single Lump Sum Payment – The Actuarial Equivalent of a Participant's benefit accrued as of December 31, 1989 under the Prior Salaried Plan and the balance of the benefit in another optional form.
- Joint & Survivor Pension, 5 Years Certain – Monthly pension benefit payable for as long as either the Participant or the spouse is alive with payments guaranteed for a minimum of 5 years.
- Lifetime Pension – Monthly pension benefit payable for the lifetime of the Participant with payments terminating upon the death of the Participant.

**Valhi**

- None.

## Pre-Retirement Death Benefit

If the participant was 100% vested and had an eligible spouse at the time of death, the participant's eligible spouse's benefit is the greater of:

- the monthly amount payable to the surviving spouse under a Joint & Survivor Pension assuming the participant had terminated employment as of his date of death and his annuity commencement date was

to occur on the first day of the calendar month coincident with or next following the later to occur of the date of his death or the date so elected by his surviving spouse, and

- the monthly actuarial equivalent of 100 times the monthly benefit determined by the Normal Retirement Benefit formula based on service and Average Compensation assuming the participant had survived to Normal Retirement Date and the participant's monthly Average Compensation remained level from the date of death to the Normal Retirement Date.

## Termination Benefit

In the event of the termination of a Participant's employment for any reason other than death or retirement, the Participant will become entitled to receive a monthly pension benefit commencing on his Normal Retirement Date equal to his Vested Accrued Benefit.

**Contran Corporation Pension Plan 74-1646336 / 003**

**Contran Corporation Pension Plan**

**EIN 74-1646336/ PN 003**
**Schedule SB, line 24**
**Change in Actuarial Assumption**
**January 1, 2012**

Effective January 1, 2012, the following changes were made to the actuarial assumptions:

| Description of Actuarial Assumptions | Current Assumption | Previous Assumption |
|---|---|---|
| Funding Target Rates – Effective rate for PPA | 7.01% | 5.92% |
| Mortality Rates | IRS applicable Mortality for 2012 | IRS applicable Mortality for 2011 |
| Provision for Expenses | Estimated expenses for current year applied to Normal Cost | Estimated expenses for current year applied to Normal Cost |

# Contran Corporation Pension Plan 74-1646336 / 003

## Contran Corporation Pension Plan

## EIN 74-1646336/ PN 003
## Schedule SB, line 26
## Summary of Active Participants by Age and Service
## January 1, 2012

Number of Participants by Age and Service Groups

| | Years of Service | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Age | <1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40&Up | Total |
| 0-24 | - | - | 1 | - | - | - | - | - | - | - | 1 |
| 25-29 | - | - | 2 | - | - | - | - | - | - | - | 2 |
| 30-34 | - | 7 | 7 | - | - | - | - | - | - | - | 14 |
| 35-39 | - | 5 | 13 | 2 | - | - | - | - | - | - | 20 |
| 40-44 | - | 7 | 15 | 10 | - | - | - | - | - | - | 32 |
| 45-49 | - | 6 | 7 | 7 | - | 4 | 1 | - | - | - | 25 |
| 50-54 | - | 6 | 11 | 2 | 2 | 2 | 5 | - | - | - | 28 |
| 55-59 | - | 3 | 5 | 2 | 2 | 1 | 2 | - | - | - | 15 |
| 60-64 | - | 2 | 4 | - | - | 1 | 4 | - | - | - | 11 |
| 65-69 | - | 1 | 2 | 2 | 2 | 1 | 3 | - | - | - | 11 |
| 70&Up | - | - | 1 | 1 | 1 | 1 | 5 | - | - | - | 9 |
| Total | - | 37 | 68 | 26 | 7 | 10 | 20 | - | - | - | 168 |

Average Compensation by Age and Service Groups

| | Years of Service | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Age | <1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40&Up | Average |
| 0-24 | - | - | * | - | - | - | - | - | - | - | * |
| 25-29 | - | - | * | - | - | - | - | - | - | - | * |
| 30-34 | - | * | * | - | - | - | - | - | - | - | * |
| 35-39 | - | * | * | * | - | - | - | - | - | - | 124,174 |
| 40-44 | - | * | * | * | - | - | - | - | - | - | 118,426 |
| 45-49 | - | * | * | * | - | * | * | - | - | - | 138,199 |
| 50-54 | - | * | * | * | * | * | * | - | - | - | 142,161 |
| 55-59 | - | * | * | * | * | * | * | - | - | - | * |
| 60-64 | - | * | * | - | - | * | * | - | - | - | * |
| 65-69 | - | * | * | * | * | * | * | - | - | - | * |
| 70&Up | - | - | * | * | * | * | * | - | - | - | * |
| Average | - | 98,532 | 128,334 | 101,496 | * | * | 161,669 | - | - | - | 124,326 |

* If there are fewer than 20 participants in a cell, the average compensation is not reported.