

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ALCANCORP PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1964</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1964</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/1964</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ALCAN CORPORATION</u> <u>C/O RIO TINTO AMERICA</u> <u>4700 DAYBREAK PARKWAY</u> <u>SOUTH JORDAN, UT 84095</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>41-2098316</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>801-204-2588</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>331310</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>41-2098316</u>	2c Sponsor's telephone number <u>801-204-2588</u>	2d Business code (see instructions) <u>331310</u>	
2b Employer Identification Number (EIN) <u>41-2098316</u>					
2c Sponsor's telephone number <u>801-204-2588</u>					
2d Business code (see instructions) <u>331310</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/08/2013</u> Date	<u>JEFF HAMBLIN</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address ALCANCORP EMPLOYEE BENEFITS COMMITTEE		3b Administrator's EIN 36-4325746
		3c Administrator's telephone number 801-204-2588
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 13149
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 180
b Retired or separated participants receiving benefits.....		6b 6117
c Other retired or separated participants entitled to future benefits.....		6c 5257
d Subtotal. Add lines 6a , 6b , and 6c		6d 11554
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 1356
f Total. Add lines 6d and 6e		6f 12910
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 27
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 1E 1G 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE 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
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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 ALCANCORP PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ALCAN CORPORATION	D Employer Identification Number (EIN) 41-2098316
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month 01 Day 01 Year 2012	
2 Assets:	
a Market value	2a 741357869
b Actuarial value	2b 757390810
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a 7281 536516668
b For terminated vested participants.....	3b 5184 126049886
c For active participants:	
(1) Non-vested benefits.....	3c(1) 1539796
(2) Vested benefits.....	3c(2) 71994505
(3) Total active	3c(3) 789 73534301
d Total	3d 13254 736100855
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 6.95 %
6 Target normal cost.....	6 6197916

Statement by Enrolled Actuary

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

SIGN HERE		09/25/2013
Signature of actuary		Date
ALEX GEML		11-07284
Type or print name of actuary		Most recent enrollment number
HEWITT ASSOCIATES LLC		847-295-5000
Firm name		Telephone number (including area code)
10 S. RIVERSIDE PLAZA CHICAGO, IL 60606		
Address of the firm		

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

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

Schedule SB (Form 5500) 2012
v. 120126

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)	8719990	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	8719990	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>0.59</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		724088
	b Interest on (a) using prior year's effective interest rate of <u>0.59</u> % except as otherwise provided (see instructions)		4272
	c Total available at beginning of current plan year to add to prefunding balance		728360
	d Portion of (c) to be added to prefunding balance		728360
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	728360

Part III Funding Percentages			
14	Funding target attainment percentage	14	102.79 %
15	Adjusted funding target attainment percentage	15	102.89 %
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	92.27 %
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
0		0
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
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	6197916	
b Excess assets, if applicable, but not greater than line 31a	31b	6197916	
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	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan <u>ALCANCORP PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALCAN CORPORATION</u>	D Employer Identification Number (EIN) <u>41-2098316</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name: TOWERS WATSON PENNSYLVANIA INC.	b EIN: 23-1159360
c Position: ACTUARY	
d Address: 191 N. WACKER DRIVE SUITE 2100 CHICAGO, IL 60606-1615	e Telephone: 312-525-2500
Explanation: PLAN SPONSOR DECIDED TO CONSOLIDATE ALL ACTUARIAL WORK FOR ITS DEFINED BENEFIT PLANS WITH A SINGLE ACTUARIAL FIRM.	

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 ALCANCORP PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ALCAN CORPORATION	D Employer Identification Number (EIN) 41-2098316	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	3557772	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	12282000	0
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	725754818	796578989
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	741594590	796578989

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	741594590	796578989
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Part II Income and Expense Statement

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

Income

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

		(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)		113781001
(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		113781001

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	58796602	
(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)		58796602
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		58796602

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		54984399
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: MCGLADREY LLP

(2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

A Name of plan <u>ALCANCORP PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALCAN CORPORATION</u>	D Employer Identification Number (EIN) <u>41-2098316</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-7283959</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>34</u>

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

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

Part III	Amendments
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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
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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.
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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: 54% Investment-Grade Debt: 39% High-Yield Debt: _____% Real Estate: 5% Other: 2%

- 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): _____

Alcancorp Pension Plan

Financial Report
December 31, 2012

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Statements of net assets available for benefits	3
Statements of changes in net assets available for benefits	4
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Independent Auditor's Report

To the Rio Tinto America Benefit Governance Committee
Alcancorp Pension Plan
South Jordan, Utah

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Alcancorp Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified or provided by State Street Bank and Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate to the best of their knowledge and belief.

Disclaimer of Opinion

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

Emphasis of a Matter

As further described in Note 1 to the financial statements, employees of certain companies covered under the Plan were terminated as a result of sales during 2012 and 2013, and all benefits under the Plan were frozen effective June 30, 2013. Our disclaimer of opinion has not been modified with respect to this matter.

Report on Form and Content in Compliance With the DOL's Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

Minneapolis, Minnesota
October 4, 2013

Alcancorp Pension Plan

Statements of Net Assets Available for Benefits December 31, 2012 and 2011

	2012	2011
Assets:		
Investments at fair value (Notes 4, 5 and 7):		
Plan interest in Rio Tinto America Master Retirement Trust	\$ 796,578,989	\$ 725,630,687
Net assets held in 401(h) account (Notes 10 and 11)	-	124,131
Employer contributions receivable	-	12,282,000
Cash	-	3,557,772
Total assets	796,578,989	741,594,590
Liabilities:		
Amounts related to obligation of 401(h) account (Notes 10 and 11)	-	124,131
Net assets available for benefits	\$ 796,578,989	\$ 741,470,459

See Notes to Financial Statements.

Alcancorp Pension Plan

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2012 and 2011

	2012	2011
Additions:		
Investment results (Notes 4 and 5):		
Plan interest in Rio Tinto America Master Retirement Trust		
investment income	\$ 117,656,558	\$ 5,947,116
Employer contributions	-	12,282,000
Total additions	117,656,558	18,229,116
Deductions:		
Benefits paid to participants and beneficiaries	58,933,825	55,561,191
Administrative expenses	3,614,203	3,383,474
Total deductions	62,548,028	58,944,665
Net increase (decrease)	55,108,530	(40,715,549)
Net assets available for benefits:		
Beginning of year	741,470,459	782,186,008
End of year	\$ 796,578,989	\$ 741,470,459

See Notes to Financial Statements.

Alcancorp Pension Plan

Notes to Financial Statements

Note 1. Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan was established by Alcan Corporation (the Company or Employer). The Plan is a noncontributory defined benefit plan that includes certain groups of full-time employees, as defined in the plan document, provided they are no longer accruing benefits as participants of another retirement benefit plan maintained jointly or individually by the Company and/or a related company and/or a collective bargaining unit, unless such plan is specifically exempted by the Board of Directors. The Company is a subsidiary of Rio Tinto Alcan Inc., which is an indirect, wholly owned subsidiary of Rio Tinto plc (the Parent). The Plan is intended to be a qualified retirement plan under the Internal Revenue Code (IRC) and is subject to the provisions of ERISA. The Company has appointed State Street Bank and Trust Company (State Street) to be the trustee and invest and manage the assets of the Plan.

The Plan is part of the Rio Tinto America Master Retirement Trust (Master Trust), whose assets are held with State Street, which was created to hold the qualified defined benefit investment assets of the Plan and other plans sponsored by the Company and related companies.

Effective December 31, 2011, participation in the Plan became closed to individuals who are hired or rehired as, or become, an employee of a participating company on or after January 1, 2012. Effective December 31, 2011, certain benefit accruals under the Plan were frozen for non-grandfathered Cable unit employees; salaried employees at the Sebree, Kentucky, location of the Company; and salaried employees of the Ingot Sales, Specialty Aluminas and Management Services, Cleveland, Ohio: Highest average earnings (HAE) shall not include earnings for calendar year 2011 or subsequent years; covered compensation and unused months will be calculated as of December 31, 2011; benefit service ceases to accrue as of December 31, 2011, for benefit accrual purposes but shall continue to be counted for purposes of determining vesting; and no benefit increases or supplements of any sort shall be made after December 31, 2011.

Effective January 1, 2012, salaried employees at the Sebree, Kentucky, location of the Company and salaried employees of Ingot Sales, Specialty Aluminas and Management Services, Cleveland, Ohio, transitioned to a new benefit formula.

Effective as of January 1, 2012, employees of Pechiney Plastic Packaging, Inc. (PPPI) who were participants in the Alcan Combined Pension Plan (Combined Plan) as of December 31, 2011, and whose employment with PPPI continued after December 31, 2011, became participants in the Plan. All benefit accruals in the Combined Plan ceased as of December 31, 2011, and will be paid from the Combined Plan, and benefit accruals will begin under this Plan for these participants based on the provisions in the Combined Plan, as if the Combined Plan continued under the Plan.

On September 4, 2012, Rio Tinto sold Alcan Cable, its wire and cable business, to General Cable Corporation. As a result of the sale, the employees who were covered under the Plan were terminated, and all impacted participants became fully vested upon the sale.

Effective October 1, 2012, salaried employees of Ingot Sales, Specialty Aluminas and Management Services, Cleveland, Ohio, began participation in the Rio Tinto America Inc. Retirement Plan (RTA Plan). Benefit accruals under the Plan for this group of employees ceased as of September 30, 2012.

Effective June 30, 2013, the Plan was amended to freeze all participation and cease all benefit accruals.

The impact of the above freezes as of September 30, 2012, and June 30, 2013, on the accumulated plan benefits has not been determined.

Alcancorp Pension Plan

Notes to Financial Statements

Note 1. Description of the Plan (Continued)

Pension benefits: Participants are entitled to annual pension benefits at normal retirement age (65 with five years of service). The annual normal retirement benefit is calculated by summing (a) 45 percent of the HAE up to Social Security–covered compensation, (b) 15 percent of HAE in excess of Social Security–covered compensation for participants with at least 35 years of benefit service and (c) 0.25 percent of HAE multiplied by the number of unused months as defined in the plan document. Benefits are prorated for service less than 35 years. The benefit computation is subject to minimum and maximum limits.

Effective January 1, 2012, salaried employees at the Sebree, Kentucky, location of the Company and salaried employees of Ingot Sales, Specialty Aluminas and Management Services, Cleveland, Ohio, transitioned to the following benefit formula: (a) the sum of (i) 1 percent of final average earnings (as defined in the Plan) up to the Breakpoint, plus (ii) 1½ percent of such final average earnings in excess of the Breakpoint, multiplied by (b) months and years of benefit service after December 31, 2011. Breakpoint is defined as the average of the Social Security tax bases in effect in each year that would be used to calculate the primary Social Security benefit for a participant retiring at his Social Security retirement age.

The Plan permits early retirement when the sum of the participant's age plus the participant's years of service equals 75 or more, or if the participant reaches age 55 with five years of service. The early retirement benefit is the product of the normal retirement benefit multiplied by a factor based on the number of years the participant's early retirement precedes the normal retirement date.

The Plan also provides for disability, termination and pre-retirement spouse benefits for participants meeting certain age and length of service requirements. There is also a provision for a postretirement spouse benefit that generally does not require a reduction in the participant's benefit. If the present value of the total benefit is greater than \$5,000, the form of payment depends on the participant's marital status and election at the time of retirement. If the present value of the total benefit is equal to or less than \$5,000, it will be distributed as a one-time lump-sum payment. Participants become fully vested on completion of five years of eligibility service.

Information regarding the vesting and benefit provisions of the Plan is contained in the Summary Plan Description. Copies of this booklet are available from the human resources department of the Company.

Termination of the Plan: Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

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

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under the plan provisions in effect at any time during the five years preceding plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).

Alcancorp Pension Plan

Notes to Financial Statements

Note 1. Description of the Plan (Continued)

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

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2013, that ceiling is \$4,790 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination, whichever comes later.

For younger annuitants, or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward. Benefit improvements may not be fully guaranteed even though total benefit entitlements fall below the aforementioned ceilings. After the effective date of benefit improvements, the PBGC would guarantee 20 percent of any benefit improvements that resulted in benefits below the ceiling, with an additional 20 percent guaranteed each year the Plan continued beyond the effective date. If the amount of the benefit increase below the ceiling is also less than \$100, \$20 of the increase (rather than 20 percent) becomes guaranteed by the PBGC each year following the effective date of the amendment.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

Note 2. Summary of Significant Accounting Policies

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

Use of estimates: The preparation of financial statements in accordance 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 could differ from the estimates.

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics, all of which are subject to change. Due to the uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Risks and uncertainties: The Master Trust invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the 2012 statement of net assets available for benefits.

Alcancorp Pension Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

The Master Trust invests in securities with contractual cash flows, such as credit default and interest rate swaps. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, delinquencies and/or defaults, and may be adversely affected by a shift in the market's perception of the issuers and changes in interest rates.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Rio Tinto America Inc. Pension Investment Committee determines the Plan's valuation policies, utilizing information provided by the investment advisors and trustee. See Note 7 for a discussion of fair value measurements.

Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Purchases and sales of investments are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Valuation of investment in Master Trust: The Master Trust is a multiple-plan trust, ownership of which is divided among the plans based on allocated units of participation. Each participation unit has a value equal to the total fair value of the Master Trust's net assets divided by the total participation units outstanding. State Street is the trustee of the Master Trust.

The Plan has an undivided interest in the Master Trust's underlying investments. The Plan's interest in the Master Trust is stated at fair value. The Plan's interest in the Master Trust is based on the beginning-of-year value of the Plan's interest in the Master Trust, plus actual contributions and allocated investment income (loss), less actual distributions and actual and allocated administrative expenses. The net investment income (loss) and administrative expenses attributable to the Master Trust that are not plan-specific are allocated by the trustee to the Plan based on the Plan's pro rata share of each of the underlying assets of the Master Trust on a monthly basis. The Plan presents in the statements of changes in net assets available for benefits its interest in the net investment income or loss of the Master Trust, which consists of the realized gains or losses, unrealized appreciation or depreciation, interest, and dividends of the Master Trust's investments.

Funding policy: The Company contributes to the Plan at such times and in such amounts as considered necessary so that contributions are sufficient to provide benefits as actuarially calculated under the terms of the Plan. The Company's current funding policy is to fund the Plan to a level of 91 percent, taking into account the 25-year smoothing of interest rates introduced by the Moving Ahead for Progress in the 21st Century Act (MAP-21). Contributions to the Plan are designed to fund at least the minimum required contributions as specified by ERISA and determined under IRC section 430(a). The minimum contribution is determined as of the beginning of the plan year, and all contributions are discounted at the effective interest rate from the date funded to the beginning of the plan year. The Company may elect to use all or a portion of any funding standard carryover balance or prefunding balance to offset the minimum required contribution for a plan year if the Plan's eligibility ratio for the prior plan year is at least 80 percent. The Plan has currently met all minimum funding requirements as required. Under this method, no contributions were required to be made or were made in 2012. The minimum contribution requirement to be made to the Plan for 2011 was \$12,282,000.

Payment of benefits: Benefits are recorded when paid.

Alcancorp Pension Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Administrative expenses: The Company pays a portion of the costs and expenses incurred in administering the Plan, with the Plan paying the remaining costs and expenses. The Company provides accounting and other services for the Plan at no cost to the Plan.

Tax status: The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated July 10, 2012, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The plan document has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

The Plan Administrator has evaluated the Plan's tax positions and concluded that the Plan had taken no uncertain tax positions that would require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2009.

The Pension Protection Act of 2006 (PPA), as amended by the Worker, Retiree and Employer Recovery Act of 2008 (WRERA), imposes certain benefit restrictions for qualified defined benefit plans that do not meet certain funding thresholds. The "At-Risk" status is referred to as the Funding Target Attainment Percentage (FTAP). A plan's funded percentage is referred to as the Adjusted Funding Target Attainment Percentage (AFTAP). The 2012 AFTAP for the Plan is 102 percent. Because the Plan's AFTAP equals or exceeds 80 percent, the Plan is not subject to any benefit restrictions.

Recent accounting pronouncements: In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 converges the fair value measurement guidance in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards. Some amendments clarify the application of existing fair value measurement requirements, and others change a particular principle for measuring fair value or for disclosing fair value measurement information. In addition, ASU 2011-04 requires additional fair value disclosures. The adoption of ASU 2011-04 as of January 1, 2012, did not have a material effect on the Plan's financial statements.

In 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*, which includes technical corrections and improvements related to fair value measurements, which the Plan or Master Trust have not yet fully adopted, as the effective date is for fiscal periods beginning after December 15, 2013. The Plan Administrator does not anticipate that the adoption of ASU 2012-04 will have a material effect on the Plan's financial statements.

Reclassification: Certain amounts in the 2011 Notes to the Financial Statements have been reclassified to be consistent with the presentation adopted in 2012. These reclassifications had no impact on the statements of net assets available for benefits or the statements of changes in net assets available for benefits.

Subsequent events: The Plan Administrator has evaluated subsequent events and transactions through October 4, 2013, the date on which the financial statements were available to be issued.

Alcancorp Pension Plan

Notes to Financial Statements

Note 3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees with vested rights or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. In calculating the accumulated benefits, only service and salary prior to the valuation date are considered. The accumulated benefit values do not anticipate any future service or future salary increases. Benefits payable under all circumstances—retirement, death, disability and termination of employment—are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits was calculated by consulting 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 for death, disability, withdrawal or retirement) between the valuation date and the expected future payment dates.

The actuarial valuation was done by using the beginning-of-the-year method. Therefore, the accumulated plan benefits as of December 31, 2011, are presented from information provided by the actuary as of January 1, 2012. There has been no significant change in the Plan's provisions or coverage from December 31, 2011, to January 1, 2012. Effective December 31, 2011, the Plan was amended to exclude any individuals who are hired or rehired as, or become, an employee of a participating company on or after January 1, 2012, according to the plan amendment, from participating in the Plan. All accrual of benefits ended as of December 31, 2011, except for grandfathered employees.

The more significant assumptions underlying the actuarial computations as of December 31, 2011, are as follows:

Investment return	5.60% per annum
Mortality table used	UP94 with generational mortality projected by Scale AA with specific weighting between males and females for salaried and hourly participants (RP-2000 without collar or adjustment amounts projected to 2026 for nonannuitants and 2018 for annuitants for prior year)
Average retirement age and retirement rates	Terminated vested participants: 62 for Castplate, otherwise 63; 100% at December 31, 2012, for active PPPI participants; rates increasing from 3% to 100% between ages 55 and 65 (average age 62 for prior year, rates increasing from 3% to 100% between ages 55 and 65)

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

Alcancorp Pension Plan

Notes to Financial Statements

Note 3. Actuarial Present Value of Accumulated Plan Benefits (Continued)

The actuarial present value of accumulated plan benefits as of December 31, 2011, is summarized as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefits	\$ 583,275,220
Other participants	<u>252,569,201</u>
	835,844,421

Nonvested benefits	<u>1,876,432</u>
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Total actuarial present value of accumulated plan benefits, at December 31, 2011	<u><u>\$ 837,720,853</u></u>
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Below is a summary of significant changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2011:

Actuarial present value of accumulated plan benefits, at beginning of year	<u>\$ 762,532,026</u>
Increase (decrease) during the year attributable to:	
Benefits paid	(55,561,191)
Increase for interest due to the decrease in the discount period	47,787,270
Change in actuarial assumptions*	82,373,830
Other changes	<u>588,918</u>
Net increase	<u>75,188,827</u>
Actuarial present value of accumulated plan benefits, at end of year	<u><u>\$ 837,720,853</u></u>

*The most significant change in actuarial assumptions was the decrease in investment return from 6.50 percent in 2010 to 5.60 percent in 2011, which resulted in a large increase in the actuarial present value of accumulated plan benefits.

The present value of accrued and vested benefits is calculated on an ongoing plan basis and does not represent the amount required in the event of plan termination.

Alcancorp Pension Plan

Notes to Financial Statements

Note 4. Information Certified or Provided by State Street

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the years then ended, included throughout the Plan's financial statements, which were prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that the information provided to the Plan Administrator by the trustee related to the following assets is complete and correct to the best of their knowledge and belief. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information that appears throughout the financial statements related to the following assets:

	December 31	
	2012	2011
Investments:		
Plan's interest in Rio Tinto America Master Retirement Trust	\$ 794,763,748	\$ 726,771,941

State Street also certified to the best of their knowledge and belief the completeness and correctness of investment results of the Plan's interest in the Master Trust for the years ended December 31, 2012 and 2011, as follows:

	Years Ended December 31	
	2012	2011
Investment results:		
Rio Tinto America Master Retirement Trust	\$ 115,211,066	\$ 10,057,788

The Plan's interest in and the investment results of the Rio Tinto America Master Retirement Trust as presented above do not reflect an increase in the value of the partnerships/joint ventures investment or income attributable to an adjustment made subsequent to the dates of certifications by State Street.

Note 5. Interest in Master Trust

The Plan participates in the Master Trust as permitted by the plan agreement. The Plan has an undivided interest of 43.8 percent and 44.1 percent in the net assets of the Master Trust as of December 31, 2012 and 2011, respectively.

The Master Trust financial information disclosed below and in Notes 6 and 7 represents 100 percent of the Master Trust net assets and the related changes in net assets in which the Plan has an undivided interest as of and for the years ended December 31, 2012 and 2011.

Alcancorp Pension Plan

Notes to Financial Statements

Note 5. Interest in Master Trust (Continued)

Master Trust: The net assets of the Master Trust as of December 31, 2012 and 2011, are as follows:

	Unaudited	
	2012	2011
Assets:		
Cash	\$ 6,993,144	\$ 1,614,946
Investments, at fair value:		
Fixed-income securities	713,213,409	477,887,864
Common collective trusts	661,513,838	697,430,304
Common stocks	229,821,021	285,987,713
Partnerships/joint ventures	167,697,803	124,538,963
Interest-bearing cash and cash equivalents	36,138,140	51,910,484
Registered investment companies	8,967,530	10,810,495
Loans secured by mortgages	5,031,140	6,640,910
Preferred stocks	2,632,323	2,269,649
Cash collateral	748,000	-
	<u>1,825,763,204</u>	<u>1,657,476,382</u>
Receivables:		
Interest receivable	7,362,850	6,351,443
Due from broker	9,383,113	453,138
Dividends receivable	145,300	385,240
Other	361,359	419,687
	<u>17,252,622</u>	<u>7,609,508</u>
Total assets	<u>1,850,008,970</u>	<u>1,666,700,836</u>
Liabilities:		
Due to broker	32,319,564	19,497,794
Due to former Master Trust participating plans	-	147,203
Other	450,555	1,292,692
	<u>32,770,119</u>	<u>20,937,689</u>
Net assets	<u>\$ 1,817,238,851</u>	<u>\$ 1,645,763,147</u>

Alcancorp Pension Plan

Notes to Financial Statements

Note 5. Interest in Master Trust (Continued)

The changes in the net assets and investment results of the Master Trust for the years ended December 31, 2012 and 2011, are summarized as follows:

	Unaudited	
	2012	2011
Investment results:		
Net appreciation (depreciation):		
Common collective trusts	\$ 102,203,521	\$ (56,554,114)
Fixed-income securities	58,710,066	25,409,797
Common stocks	40,744,304	(13,402,005)
Partnerships/joint ventures	11,373,744	11,918,598
Registered investment companies	3,130,788	(2,313,647)
Loans secured by mortgages	420,370	(657,997)
Preferred stocks	266,794	360,753
Other	1,985,764	844,029
	<u>218,835,351</u>	<u>(34,394,586)</u>
Interest	43,692,707	36,831,894
Dividends	4,268,257	4,761,110
Currency gain/loss and other	474,607	581,820
	<u>267,270,922</u>	<u>7,780,238</u>
Administrative expenses	(7,455,366)	(6,920,035)
Net investment results	<u>259,815,556</u>	<u>860,203</u>
Net purchases (redemptions)	(88,339,852)	(38,521,694)
Transfer to former Master Trust participating plans	-	(169,403,396)
Net change in net assets	<u>\$ 171,475,704</u>	<u>\$ (207,064,887)</u>

Note 6. Investments

The following table presents the fair values of investments that represent 5 percent or more of the Master Trust's net assets as of December 31, 2012 and 2011:

	2012	2011
Investments at fair value:		
Common collective trusts:		
PIMCO Long Duration Corporate Bond Portfolio	\$ 153,790,187	\$ 139,021,710
State Street Global Advisors Russell 1000 Index Fund	136,050,016	83,212,661
MFS Institutional International Equity Fund	124,353,150	104,505,335
The Sprucegrove US International Pooled Fund	123,663,444	118,599,111
Pyramis Select International Equity Fund	103,025,729	86,078,938

Alcancorp Pension Plan

Notes to Financial Statements

Note 7. Fair Value Measurements

Accounting guidance provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2: Inputs to the valuation methodology include quoted market prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Fixed-income securities: Fixed-income securities consist of U.S. and foreign government securities and corporate and other obligations. These securities are valued based on pricing matrices or models from pricing vendors used by the trustee. Commingled funds are valued based on the net asset value (NAV) of units held at year-end as provided by the fund administrator.

Common collective trusts: The common collective trusts are valued based on the NAV of units held at year-end as provided by the fund administrator. Generally, under ordinary market conditions, all common collective trust positions provide daily market liquidity to the Master Trust. Certain Master Trust-directed withdrawals may be subject to market value adjustments calculated in accordance with the provisions of the investment contracts.

Common and preferred stocks: Common and preferred stocks are valued based on the last sales price on the primary exchange.

Partnerships/joint ventures: Partnerships/joint ventures are valued based on the estimated fair value of the participation owned by the Master Trust as determined by the general partner or investment manager of the respective partnership. The NAV of the partnerships/joint ventures is based on the fair value of the underlying investments. The valuation inputs are derived primarily from audited financial statements and other financial data. Partnerships/joint ventures include 12 private equity fund of funds limited partnerships that invest in private equity, both domestically and internationally. These investments are considered illiquid and are meant to be held for the life of the funds but, if necessary, sales can be arranged through the secondary market. Distributions are received through the liquidation of the underlying assets of the funds. It is estimated that the underlying assets will be liquidated over the next eight years. Unfunded commitments of the Master Trust approximate \$104.9 million for these 12 funds.

Alcancorp Pension Plan

Notes to Financial Statements

Note 7. Fair Value Measurements (Continued)

Partnerships/joint ventures also include five investments in domestic and international real estate fund limited partnerships. The fair value of these investments is estimated using the NAV of the Master Trust's ownership interest in partners' capital. The valuation inputs of these investments are derived from third-party appraisals. These investments are considered illiquid, but sales can be arranged on the secondary market. Distributions from each fund are received as income is generated through the investments and as the underlying assets of the funds are liquidated over the next eight years. Unfunded commitments of the Master Trust approximate \$36.1 million for these five investments.

Interest-bearing cash and cash equivalents: Interest-bearing cash and cash equivalents are valued based on cost, including the effects of foreign currency, which approximates fair value.

Registered investment companies: Registered investment companies are valued based on the last sales price on the primary exchange.

Loans secured by mortgages: Loans secured by mortgages are valued on the basis of their principal and interest payments discounted at prevailing interest rates for similar investments.

Credit default and interest rate swaps: Credit default and interest rate swaps are valued based on pricing matrices or models from pricing vendors used by the trustee. The net position is included with fixed-income securities—corporate bonds for purposes of the fair value measurement disclosures. See Note 9 for additional disclosures.

The following tables set forth by level within the fair value hierarchy the Master Trust's fair value measurements as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Fixed-income investments:				
U.S. government securities	\$ -	\$ 90,422,384	\$ -	\$ 90,422,384
Commingled funds	-	158,426,224	-	158,426,224
Foreign government securities	-	116,094,770	-	116,094,770
Corporate bonds	-	348,270,031	-	348,270,031
Common collective trusts:				
Domestic	-	221,165,923	-	221,165,923
International	-	440,347,915	-	440,347,915
Common stocks:				
U.S. large cap	124,561,050	-	-	124,561,050
U.S. mid cap	97,246,554	-	-	97,246,554
U.S. small cap	8,013,417	-	-	8,013,417
Partnerships/joint ventures:				
Real estate	-	-	89,972,170	89,972,170
Private equity	-	-	77,725,633	77,725,633
Interest-bearing cash and cash equivalents	-	36,138,140	-	36,138,140
Registered investment companies	8,967,530	-	-	8,967,530
Loans secured by mortgages	-	5,031,140	-	5,031,140
Preferred stocks	-	2,632,323	-	2,632,323
Cash collateral	-	748,000	-	748,000
Total investment assets at fair value	\$ 238,788,551	\$ 1,419,276,850	\$ 167,697,803	\$ 1,825,763,204

Alcancorp Pension Plan

Notes to Financial Statements

Note 7. Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Fixed-income investments:				
U.S. government securities	\$ -	\$ 122,170,194	\$ -	\$ 122,170,194
Foreign government securities	-	85,218,171	-	85,218,171
Corporate bonds	-	270,499,499	-	270,499,499
Common collective trusts:				
Domestic	-	313,538,028	-	313,538,028
International	-	383,892,276	-	383,892,276
Common stocks:				
U.S. large cap	143,472,827	-	-	143,472,827
U.S. mid cap	121,944,401	-	-	121,944,401
U.S. small cap	20,570,485	-	-	20,570,485
Partnerships/joint ventures:				
Real estate	-	-	72,069,504	72,069,504
Private equity	-	-	52,469,459	52,469,459
Interest-bearing cash and cash equivalents	-	51,910,484	-	51,910,484
Registered investment companies	10,810,495	-	-	10,810,495
Loans secured by mortgages	-	6,640,910	-	6,640,910
Preferred stocks	-	2,269,649	-	2,269,649
Total investment assets at fair value	\$ 296,798,208	\$ 1,236,139,211	\$ 124,538,963	\$ 1,657,476,382

The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the years ended December 31, 2012 and 2011:

	Level 3 Assets	
	Partnerships/Joint Ventures	
	2012	2011
Balance, at beginning of year	\$ 124,538,963	\$ 90,790,595
Realized losses	(2,272,683)	(615,982)
Unrealized gains relating to instruments still held at the reporting date	13,646,427	12,373,343
Sales	(21,151,483)	(14,195,611)
Purchases	52,936,579	36,186,618
Balance, at end of year	\$ 167,697,803	\$ 124,538,963

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

Alcancorp Pension Plan

Notes to Financial Statements

Note 7. Fair Value Measurements (Continued)

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. The Master Trust evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets. For the years ended December 31, 2012 and 2011, there were no transfers in or out of Level 3.

The Master Trust follows guidance on how entities should estimate fair value of certain alternative investments. The fair value of investments within the scope of the guidance can be determined using NAV per share as a practical expedient, when fair value is not readily determinable, unless it is probable the investment will be sold at something other than NAV. All investments of the Master Trust classified in Level 3 utilize NAV per share as a practical expedient to estimating fair value.

The following tables include categories of investments within the Master Trust where NAV is available as a practical expedient as of December 31, 2012 and 2011:

	2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Asset category:				
Fixed-income investments:				
Commingled funds (e)	\$ 158,426,224	\$ -	Immediate	None
Common collective trusts:				
Domestic (a)	221,165,923	\$ -	Immediate	None
International (b)	440,347,915	-	Immediate	None
Partnerships/joint ventures:				
Real estate (c)	89,972,170	36,149,800	Varies	Varies
Private equity (d)	77,725,633	104,948,600	Varies	Varies
	<u>\$ 987,637,865</u>	<u>\$ 141,098,400</u>		
	2011			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Asset category:				
Common collective trusts:				
Domestic (a)	\$ 313,538,028	\$ -	Immediate	None
International (b)	383,892,276	-	Immediate	None
Partnerships/joint ventures:				
Real estate (c)	72,069,504	36,149,800	Varies	Varies
Private equity (d)	52,469,459	82,750,200	Varies	Varies
	<u>\$ 821,969,267</u>	<u>\$ 118,900,000</u>		

- (a) Domestic—The objective of the funds is to seek income and capital appreciation by investing in a portfolio of U.S. corporate fixed-income investments and collective investment funds.
- (b) International—The objective of the funds is to seek capital appreciation by investing in international companies.
- (c) Real estate—The objective of these investments is to achieve capital appreciation and current income principally by means of investing in real estate.

Alcancorp Pension Plan

Notes to Financial Statements

Note 7. Fair Value Measurements (Continued)

- (d) Private equity—The objective of these investments is to achieve long-term capital appreciation primarily by investing in private equity funds.
- (e) Commingled funds—The objective of these investments is to seek current income and total return by investing in a diversified portfolio of fixed-income investments of varying maturities.

Note 8. Party-in-Interest Transactions

The Master Trust invests in the following investments managed by the trustee or affiliated companies that qualify as party-in-interest transactions:

	December 31	
	2012	2011
State Street Global Advisors Russell 1000 Index Fund	\$ 136,050,016	\$ 83,212,661
Russell 1000 Growth Fund	85,115,887	73,793,473
State Street Bank & Trust Co. Short Term Investment Fund	34,211,285	50,747,484
AXA Secondary Fund V	9,118,054	7,748,953
AXA Capital Europe	7,620,594	6,896,178
AXA Capital America LP	5,541,067	4,569,500
AXA Private Equity Fund II	2,064,374	3,002,021

These transactions are not, however, considered prohibited transactions under Section 408(b) of the ERISA regulations.

Fees paid by the Master Trust for administrative expenses to the trustee amounted to approximately \$238,000 and \$303,400 for the years ended December 31, 2012 and 2011, respectively. Certain administrative functions are performed by officers or employees of the Company, for which no compensation is received from the Plan.

Note 9. Derivative Financial Instruments

As of December 31, 2012, a fixed-income manager of the Master Trust utilizes derivative financial instruments consisting of credit default and interest rate swaps. This manager uses these financial instruments to manage exposure to interest rate and credit risks and to achieve the overall desired duration under the Master Trust's fixed-income mandate.

Credit default swap agreements involve one party (referred to as the buyer of protection) making a stream of payments to another party (the seller of protection) in exchange for the right to receive a specified return in the event of a default or other credit event for the referenced entity, obligation or index. As a seller of protection on credit default swap agreements, the Master Trust will generally receive from the buyer of protection a fixed rate of income throughout the term of the swap, provided that there is no credit event.

If a credit event occurs, as defined under the terms of that particular swap agreement, the Master Trust will either (i) pay to the buyer of protection an amount equal to the notional amount of the swap and take delivery of the referenced obligation, other deliverable obligation or underlying securities comprising the referenced index or (ii) pay a net settlement in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index.

Alcancorp Pension Plan

Notes to Financial Statements

Note 9. Derivative Financial Instruments (Continued)

The maximum potential amount of future payments (undiscounted) that the Master Trust as a seller of protection could be required to make under a credit default swap agreement would be an amount equal to the notional amount of the agreement. Notional amounts of all credit default swap agreements outstanding as of December 31, 2012 and 2011, for which the Master Trust is a seller of protection are disclosed below. These potential amounts would be partially offset by any recovery values of the respective referenced obligations, up-front payments received upon entering into the agreement, or net amounts received from the settlement of buy protection credit default swap agreements entered into by the Master Trust for the same referenced entity or entities.

Interest rate swap agreements involve the exchange by the Master Trust with a counterparty of their respective commitments to pay or receive interest, e.g., an exchange of floating-rate payments for fixed-rate payments, with respect to the notional amount of principal. These swaps are used to adjust interest rate and yield curve exposure and substitute for physical securities. Long swap positions ("received fixed") increase exposure to long-term interest rates; short positions ("pay fixed") decrease exposure. Notional amounts of all interest rate swap agreements outstanding as of December 31, 2012 and 2011, are disclosed below.

The notional values summarized below provide an indication of the extent of the Plan's involvement in such instruments. Notional amounts of derivative financial instruments do not necessarily represent amounts exchanged by parties and, therefore, are not a direct measure of the Plan's exposure from its use of derivatives. The net asset position of approximately \$684,000 and net liability position of approximately \$1,262,000 as of December 31, 2012 and 2011, respectively, is included in fixed income—corporate bonds for purposes of the fair value measurement disclosures in Note 7.

December 31, 2012					
	Notional/Par Value	Cost	Current Fair Value	Coupon Rate	Maturity
Credit default swaps:					
Indices	\$ 122,400,000	\$ 117,844	\$ 247,542	1.00%	June 20, 2017 to December 20, 2017
Companies	16,100,000	(169,697)	(100,517)	1.00%	December 20, 2015 to December 20, 2017
Countries:					
United Kingdom	3,100,000	69,798	91,989	1.00%	September 20, 2017
China	3,500,000	(29,008)	67,825	1.00%	September 20, 2017
Mexico	4,000,000	(105,221)	39,360	1.00%	December 20, 2016
Brazil	4,700,000	(129,147)	25,760	1.00%	December 20, 2016
Russia	2,000,000	(104,699)	(21,384)	1.00%	September 20, 2017
	<u>\$ 155,800,000</u>	<u>\$ (350,130)</u>	<u>\$ 350,575</u>		
Interest rate swaps:					
Brazil	\$ 41,000,000	\$ (15,889)	\$ 259,474	8.12% to 8.26%	January 2, 2015
Mexico	132,500,000	29,591	98,497	5.00% to 5.60%	September 6, 2016 to September 13, 2017
Zaire	9,300,000	(1,562)	(1,335)	0.00% to 5.66%	September 19, 2017 to March 20, 2018
United States	7,000,000	-	(23,097)	0.25% to 1.50%	January 4, 2018
	<u>\$ 189,800,000</u>	<u>\$ 12,140</u>	<u>\$ 333,539</u>		

AlcanCorp Pension Plan

Notes to Financial Statements

Note 9. Derivative Financial Instruments (Continued)

December 31, 2011					
	Notional/Par Value	Cost	Current Fair Value	Coupon Rate	Maturity
Credit default swaps:					
Indices	\$ 96,000,000	\$ (1,780,283)	\$ (900,841)	1.00%	December 20, 2016
Brazil	4,700,000	(129,147)	(126,032)	1.00%	December 20, 2016
Mexico	4,000,000	(105,221)	(93,229)	1.00%	December 20, 2016
	<u>\$ 104,700,000</u>	<u>\$ (2,014,651)</u>	<u>\$ (1,120,102)</u>		
Interest rate swaps:					
Brazil	<u>\$ 41,300,000</u>	<u>\$ 68,241</u>	<u>\$ 141,876</u>	9.98% to 10.38%	January 2, 2015

Included in credit default swaps are indices of credit default swaps where the portfolio has buying or selling protection on a series of investments, sovereign credit default swaps where the portfolio has sold protection on debt issued by foreign governments, and corporate credit default swaps where the portfolio has sold protection on debt issued by a corporation.

Note 10. 401(h) Account

The Alcan Global Pharmaceutical Packaging Consolidated Service Retirement Plan and the Alcan Global Pharmaceutical Packaging Salaried Employees Pension Plan, which were merged into the Plan effective December 31, 2006, included a medical-benefit component in addition to the normal retirement benefits to fund a portion of the postretirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the IRC. A separate account has been established and maintained in the Plan for the net assets related to the medical-benefit component (401(h) account). In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. Any assets transferred to the 401(h) account from the defined benefit pension plan in a qualified transfer of excess pension plan assets (and any income allocable thereto) that are not used during the plan year must be transferred out of the account to the pension plan. The related obligations for health benefits are not included in this Plan's obligations in the accumulated plan benefits but are reflected as obligations in the financial statements of the health and welfare benefit plan. Plan participants do not contribute to the 401(h) account. Employer contributions or qualified transfers to the 401(h) account are determined annually and are at the discretion of the plan sponsor. Certain of the Plan's net assets are restricted to fund a portion of postretirement health benefits for retirees and their beneficiaries in accordance with IRC Section 401(h).

Effective September 24, 2012, the assets of the 401(h) account were paid out to eligible retirees and beneficiaries, and the plan sponsor determined it would no longer fund the account. As such, the medical-benefit component 401(h) account was closed, and the health benefit postretirement obligations will be paid from the general assets of the plan sponsor.

Alcancorp Pension Plan

Notes to Financial Statements

Note 11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	\$ 796,578,989	\$ 741,470,459
Net assets held in 401(h) account included as assets in Form 5500	-	124,131
Net assets available for benefits per the Form 5500	<u>\$ 796,578,989</u>	<u>\$ 741,594,590</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2012:

	Amounts per Financial Statements	401(h) Account	Classification Differences	Amounts per Form 5500
Plan interest in Rio Tinto America Master Retirement Trust investment income	\$ 117,656,558	\$ 13,297	\$ (3,888,854)	\$ 113,781,001
Benefits paid to participants and beneficiaries	58,933,825	(137,428)	205	58,796,602
Administrative expenses	3,614,203	-	(3,614,203)	-

Note 12. Subsequent Event

On May 31, 2013, the Company completed the sale of the Sebree division to Century Echo LLC. The affected participants were terminated, fully vested, and are no longer eligible to participate in the Plan.

See Supplemental Schedules attached to the IQPA Opinion and Financial Statements

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information <p style="font-size: small;">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).</p> <p style="font-size: small;">▶ File as an attachment to Form 5500 or 5500-SF.</p>	<small>OMB No. 1210-0110</small> 2012 <p style="font-size: small;">This Form is Open to Public Inspection</p>
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		

▶ 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 AlcanCorp Pension Plan	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Alcan Corporation	D Employer Identification Number (EIN) 41-2098316
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	741,357,869
	b Actuarial value	2b	757,390,810
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	7,281
	b For terminated vested participants	3b	5,184
	c For active participants:		
	(1) Non-vested benefits	3c(1)	1,539,796
	(2) Vested benefits	3c(2)	71,994,505
	(3) Total active	3c(3)	789
	d Total	3d	13,254
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	6.95 %
6	Target normal cost	6	6,197,916

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.

<p>SIGN HERE <u>Alex Geml</u> <u>AG</u></p> <p style="text-align: center;">Signature of actuary</p> <p><u>Alex Geml</u></p> <p style="text-align: center;">Type or print name of actuary</p> <p><u>Hewitt Associates LLC</u></p> <p style="text-align: center;">Firm name</p> <p><u>10 S. Riverside Plaza</u></p> <p><u>Chicago</u> <u>IL 60606</u></p> <p style="text-align: center;">Address of the firm</p>	<p style="font-size: 2em; text-align: center;">9/25/2013</p> <p style="text-align: center;">Date</p> <p><u>11-07284</u></p> <p style="text-align: center;">Most recent enrollment number</p> <p><u>(847) 295-5000</u></p> <p style="text-align: center;">Telephone number (including area code)</p>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126

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)	8,719,990	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	8,719,990	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>0.59</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		724,088
	b Interest on (a) using prior year's effective interest rate of <u>0.59</u> % except as otherwise provided (see instructions)		4,272
	c Total available at beginning of current plan year to add to prefunding balance		728,360
	d Portion of (c) to be added to prefunding balance		728,360
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	728,360

Part III Funding Percentages			
14	Funding target attainment percentage	14	102.79 %
15	Adjusted funding target attainment percentage	15	102.89 %
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	92.27 %
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
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
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	6,197,916
b Excess assets, if applicable, but not greater than line 31a		31b	6,197,916
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	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If 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	

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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>			
A This return/report is for:	☐ a multiemployer plan; ☒ a single-employer plan;	☐ a multiple-employer plan; or ☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report; ☐ an amended return/report;	☐ the final return/report; ☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☒		
D Check box if filing under:	☒ Form 5558; ☐ special extension (enter description)	☐ automatic extension;	☐ the DFVC program;

Part II Basic Plan Information —enter all requested information			
1a Name of plan <u>ALCANCORP PENSION PLAN</u>	1b Three-digit plan number (PN) ►	001	
	1c Effective date of plan	07/01/1964	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ALCAN CORPORATION</u> <u>C/O RIO TINTO AMERICA</u> <u>4700 DAYBREAK PARKWAY</u> <u>SOUTH JORDAN</u>	2b Employer Identification Number (EIN)	41-2098316	
	2c Sponsor's telephone number	(801) 204-2588	
	2d Business code (see instructions)	331310	
UT 84095			

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	 Signature of plan administrator	<u>9-30-13</u> Date	<u>JEFF HAMBLIN</u> Enter name of individual signing as plan administrator
SIGN HERE	 Signature of employer/plan sponsor	<u>9-30-13</u> Date	<u>JEFF HAMBLIN</u> Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address ALCANCORP EMPLOYEE BENEFITS COMMITTEE		3b Administrator's EIN 36-4325746 3c Administrator's telephone number (801) 204-2588
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 13,149
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	180
b Retired or separated participants receiving benefits.....	6b	6,117
c Other retired or separated participants entitled to future benefits.....	6c	5,257
d Subtotal. Add lines 6a, 6b, and 6c.....	6d	11,554
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1,356
f Total. Add lines 6d and 6e.....	6f	12,910
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	27
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 1E 1G 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See Instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
50.5	0.00%	1.0000	0.00
51.5	0.00%	1.0000	0.00
52.5	0.00%	1.0000	0.00
53.5	0.00%	1.0000	0.00
54.5	0.00%	1.0000	0.00
55.5	3.00%	1.0000	1.67
56.5	3.00%	0.9700	1.64
57.5	3.00%	0.9409	1.62
58.5	10.00%	0.9127	5.34
59.5	10.00%	0.8214	4.89
60.5	10.00%	0.7393	4.47
61.5	15.00%	0.6653	6.14
62.5	30.00%	0.5655	10.60
63.5	30.00%	0.3959	7.54
64.5	30.00%	0.2771	5.36
65.5	100.00%	0.1940	12.71
66.5	100.00%	0.0000	0.00
67.5	100.00%	0.0000	0.00
68.5	100.00%	0.0000	0.00
69.5	100.00%	0.0000	0.00
70	100.00%	0.0000	0.00
Weighted Average			61.98

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Salary Increases	
Minimum Funding Target Normal Cost	3.70%
Maximum Tax Expected Benefit Increase	3.70%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 2.70% per year. Based on inflation assumption of 2.20% plus 0.50%.
Optional Payment Form Election	
Active and Vested Legacy ACPP Participants	Single participants—5-year certain and life annuity Married participants—50% J&S annuity
Active PPPI and All Other Vested Participants	Single participants—Straight life annuity Married participants—50% J&S annuity
Retirement Age	
Active Legacy ACPP Participants	See Table 1
Active PPPI Participants	100% retirement assumed at the end of 2012
Terminated Vested Participants	Age 62 for Cast Plate, otherwise age 63
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)

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Withdrawal Rates	
Legacy ACPP Participants	See Table 2
PPPI Participants	100% withdrawal assumed at the end of 2012
Disability Rates	None
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 80% of males and females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	2011 Pensionable earnings rolled forward one year with the salary increase assumption
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the IRC section 401(a)(17) compensation limit of \$250,000.
Valuation of Plan Assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected Return on Assets	
2010 Plan Year	6.00%
2011 Plan Year	6.50%
Trust Expenses Included in Target Normal Cost	\$2,419,374, based on the prior year's estimated plan administrative expenses (excluding PBGC premiums), plus estimated PBGC premiums for current year
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2012

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Table 1

Retirement Rates—Legacy ACP

Age	Rate
50	0.00%
51	0.00%
52	0.00%
53	0.00%
54	0.00%
55	3.00%
56	3.00%
57	3.00%
58	10.00%
59	10.00%
60	10.00%
61	15.00%
62	30.00%
63	30.00%
64	30.00%
65	100.00%
66	100.00%
67	100.00%
68	100.00%
69	100.00%
70+	100.00%

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Table 2

Withdrawal Rates—Legacy ACP

Age	Rate	Age	Rate
20	8.60%	50	1.95%
21	8.10%	51	1.80%
22	7.70%	52	1.55%
23	7.30%	53	1.40%
24	7.00%	54	1.25%
25	6.60%	55+	0.00%
26	6.30%		
27	6.00%		
28	5.70%		
29	5.45%		
30	5.20%		
31	4.95%		
32	4.70%		
33	4.50%		
34	4.30%		
35	4.05%		
36	3.80%		
37	3.60%		
38	3.45%		
39	3.30%		
40	3.15%		
41	3.00%		
42	2.90%		
43	2.80%		
44	2.70%		
45	2.60%		
46	2.50%		
47	2.40%		
48	2.25%		
49	2.10%		

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Schedule SB, Part V—Summary of Plan Provisions

Plan History

Following is a description of significant events that have occurred within the past ten years.

Effective December 31, 2006, the following plans merged into the Alcancorp Pension Plan:

- Alcan Pension Plan for Cleveland Hourly Employees,
- Alcan Pension Plan for Mt. Vernon Hourly Employees,
- Alcan Global Pharmaceutical Packaging Consolidated Service Retirement Plan,
- Alcan Global Pharmaceutical Packaging Salaried Employees Pension Plan, and;
- Pechiney Cast Plate Pension Plan for Union Employees.

Any benefits transferred from the merged plans into the Alcancorp Pension Plan shall be determined under the terms of the respective plans as of December 31, 2006. As of January 1, 2011, all participants from the merged plans are inactive.

Effective December 31, 2011, all benefit accruals are frozen for certain Cable unit employees. Benefit Service and Social Security Covered Compensation are frozen as of December 31, 2011. Highest Average Earnings shall not include earnings during 2011 or any subsequent years. Members who are affected are "Non-Grandfathered Cable Unit Members" and include participating employees that do not meet the following criteria:

- age 45 and ten years of Benefit Service, or;
- age 55 and nine years of Benefit Service or ten years of Eligibility Service.

All other Cable unit employees are "Grandfathered Cable Unit Members" and continue to accrue benefits. This includes any Cable unit employee on long-term disability or severance.

Effective December 31, 2011, all benefit accruals under the Alcancorp Plan formula are frozen for Salaried Sebree and Cleveland employees. These participants start to accrue benefits under the Rio Tinto America Plan formula for service after December 31, 2011. The December 31, 2011 frozen benefit is increased by the percentage increase of the Final Average Earnings (as defined under the Rio Tinto America formula), over the participant's Highest Average Earnings (as defined under the Alcancorp formula) at December 31, 2011.

Effective December 31, 2011, any PPPI employee who was a participant of the Alcan Combined Pension Plan as of December 31, 2011 shall become a participant of the Alcancorp Pension Plan as of January 1, 2012. For these participants, the benefit payable from the Alcancorp Pension Plan is equal to the benefit accrued under the Alcan Combined formula using all years of service and pay prior to termination, and offset by the benefit accrued under the Alcan Combined formula as of December 31, 2011.

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Plan Provisions – Legacy Alcancorp Pension Plan

Effective Date	July 31, 1964
Effective Date of Most Recent Amendment	January 1, 2012; see Plan History section for summary
Participants Accruing Under Formula	<p>Active Cable, Sebree Salaried and Cleveland Salaried employees that were Alcancorp Pension Plan Participants before 2012. Plan provisions below are for the pre-2012 accrued benefit for this group.</p> <p>Inactive Alcancorp Pension Plan participants that were former Cleveland Hourly, Mt. Vernon Hourly, Pharma Hourly, Pharma Salaried or Pechiney Cast Plate Salaried and Hourly employees have accrued benefits under the terms of the respective legacy plan.</p>
Participation	<p>All regular full time employees who are not represented by a collective bargaining agreement</p> <p>Other employees are eligible after completing a 12-month period of employment in which the employee has 1,000 hours of service or more</p> <p>Participation is closed to new hires as of January 1, 2012</p>
Freeze Date	<p>Benefit accruals are frozen for non-grandfathered Cable participants effective December 31, 2011</p> <p>Benefit accruals under the Alcancorp formula are frozen for Sebree and Cleveland Salaried participants effective December 31, 2011, but are increased by the percentage increase of the Final Average Earnings (as defined under the Rio Tinto America formula), over the participant's Highest Average Earnings at December 31, 2011 (as defined under the Alcancorp formula)</p>
Date of Participation	First of month following date of hire for regular full time employees

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Normal Retirement
Eligibility

Age 65 and five years of Eligibility Service

Total Benefit

A monthly benefit equal to (a) plus (b) plus (c) below:

- (a) 45% of Highest Average Earnings
- (b) 15% of Highest Average Earnings in excess of the Social Security Covered Compensation
- (c) 0.25% of Highest Average Earnings times the number of Unused Months

If the participant has fewer than 35 years of Benefit Service, then the monthly benefit amount will be multiplied by the participant's Benefit Service and divided by 35

Accrued Benefit "Ratchet"

In no event will the total benefit amount above be less than the total benefit calculated as of any prior March 1

Frozen Sebree and Cleveland Benefit

The benefit under the Alcancorp formula for Sebree and Cleveland participants is determined as the greater of (a) and (b) below:

(a) Accrued benefit as of December 31, 2011 using Benefit Service and Highest Average Earnings as of December 31, 2011 (*based on Earnings through December 31, 2010*), plus the Highest Average Earnings make-up (Part (c) above), increased by the percentage increase of the Final Average Earnings under the Rio Tinto formula at termination over the Highest Average Earnings at December 31, 2011, if any.

(b) Accrued benefit as of December 31, 2011 using Benefit Service and Highest Average Earnings as of December 31, 2011 (*based on Earnings through December 31, 2011*), increased by the percentage increase of the Final Average Earnings under the Rio Tinto formula at termination over the Highest Average Earnings at December 31, 2011, if any.

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Prior Plan Offsets

If Benefit Service includes service from other company sources and the prior plan benefit is not payable from the Alcancorp Trust, the total benefit amount above is offset by any such benefit. The offset amount cannot exceed the benefit amount that would be accrued had only Benefit Service giving rise to the offset were used in determining the total benefit.

Early Retirement
Eligibility

Age 55 and five years of Eligibility Service, or when age plus Eligibility Service is at least 75

Total Benefit

The accrued normal retirement benefit multiplied by the appropriate age-based factor below:

Age	Factor
65	1.00
64	0.99
63	0.97
62	0.94
61	0.90
Below 60	In steps of .04

Late Retirement
Eligibility

After age 65 with five years of Eligibility Service

Total Benefit

The normal retirement benefit actuarially increased beyond the normal retirement date.

Vested Termination
Eligibility

Five years of Eligibility Service

Total Benefit

The normal retirement benefit accrued at date of termination, commencing at age 65. The participant may elect for benefits to start before age 65, with benefits reduced by the early retirement reduction factors above.

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Preretirement Death
Eligibility

Any vested participant or participant eligible for early retirement, and married to an eligible spouse

Total Benefit

For a participant who is eligible for early or normal retirement, the benefit is an immediate annuity to the surviving spouse equal to 50% of the monthly benefit the participant would have been entitled to had he retired the day before his death and elected the 50% J&S option.

For all other vested participants, the benefit is a deferred annuity to the surviving spouse equal to 50% of the monthly benefit that the participant would have been entitled to had he terminated employment on the date of his death, survived to the earliest retirement age, elected the 50% J&S option, and then died the following day.

Disability Retirement
Eligibility

Eligible for a medical leave of absence

Total Benefit

The normal retirement benefit, computed using Benefit Service that continues to accrue during disability leave

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Normal Form of Benefit

50% J&S annuity if married, otherwise 5 year certain and life annuity

For married participants, the normal form of benefit is actuarially reduced if the spouse is 10 years younger

Optional Forms of Payment

A retiring participant may also elect other optional forms of payment on an actuarially equivalent basis. The options include:

- Full Benefit Joint and Survivor Annuity: Payable for life of participant with an amount less than 50% payable to the spouse upon the participant's death. Only available if spouse is more than 10 years younger. The participant's benefit is not reduced for payment form.
- Continuing Income Joint and Survivor Annuity: Payable for life of participant with a chosen percent (1-100%) payable to the beneficiary upon the participant's death.
- A level income option for retirement prior to commencement of Social Security benefits.
- Lump sum if monthly retirement benefit is less than \$100.
- Participants with accrued benefits from prior plans may have different optional forms

Most optional forms are based on the 1951 Group Annuity Table projected to 1966 with a 5 year setback for beneficiaries, and 6.00% interest. Certain prior plans use different actuarial equivalence for benefits accrued in those plans.

Benefit Limits

Effective January 1, 2002, EGTRRA increased the Internal Revenue Code section 415 limit to \$160,000 and the limit on compensation to \$200,000. The \$200,000 pay limit was applied retroactively for participants who were active as of January 1, 2002.

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Definitions

Eligibility Service

All aggregated periods of service based on the elapsed time method, as allowable by law. Partial years are rounded to the next higher whole number of years.

Benefit Service

Includes full years and completed months of service included in Eligibility Service. Excludes any period of service when the employee refused to make required contributions, and periods of service in certain affiliated companies for participants that transferred into the Plan.

Earnings

Regular base pay, incentive program pay, overtime and other premium pay, certain lump sum payments payable in lieu of salary or wage increases, pay under any plan of variable compensation and 401(k), Section 125 and Section 132(f)(4) deferrals

Highest Average Earnings

A participant's annual Earnings for the highest three consecutive calendar years ending at least three months before normal retirement or earlier termination, divided by 35

Social Security Covered Compensation

Average of the Social Security Tax Bases for the 35 year period beginning with the date in which Highest Average Earnings are calculated.

Unused Months

The number of months included in Benefit Service that cannot be included in the period used to determine Highest Average Earnings. The number of Unused Months is based on the date benefit service stops, according to the following table:

Date Benefit Service Stops	Unused Months
January 1	12
February 1	13
March 1	14
April 1	3
May 1	4
June 1	5
July 1	6
August 1	7
September 1	8
October 1	9
November 1	10
December 1	11

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Plan Provisions – Rio Tinto America Plan Formula

Participants Accruing Under Formula Sebree and Cleveland Salaried Participants that are active as of January 1, 2012 accrue their post-2011 benefit under the Rio Tinto America Plan formula

Normal Retirement

Eligibility Age 65.

Total Benefit A monthly benefit equal to (a) plus (b) below, multiplied by post-2011 Benefit Service:

(a) 1% of Final Average Earnings up to Social Security Covered Compensation.

(b) 1.667% of Final Average Earnings in excess of Social Security Covered Compensation.

Early Retirement

Total Benefit For terminations after completion of 5 years of Eligibility Service, the accrued normal retirement benefit is multiplied by the appropriate age-based factor below:

Age	Factor	Age	Factor
65	1.00	59	0.76
64	0.96	58	0.72
63	0.92	57	0.68
62	0.88	56	0.64
61	0.84	55	0.60
60	0.80		

For terminations after completion of 10 years of Eligibility Service, the accrued normal retirement benefit is multiplied by the appropriate age-based factor below:

Age	Factor	Age	Factor
65	1.00	59	0.88
64	1.00	58	0.84
63	1.00	57	0.80
62	1.00	56	0.76
61	0.96	55	0.72
60	0.92		

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Vested Termination
Eligibility

Five years of Eligibility Service or age 65.

Total Benefit

The normal retirement benefit accrued at termination, commencing at age 65. The participant may elect for benefits to start after age 55, with benefits reduced by the early retirement factors for retirement with less than 10 years of service.

Normal Form of Benefit

50% J&S annuity if married, otherwise a life annuity.

Optional Forms of Payment

Seabee and Cleveland retiring participant may also elect other optional forms of payment on an actuarially equivalent basis. These options include:

- 50%, 66.67%, 75%, or 100% joint and survivor annuities,
- 5 year certain and life annuity,
- level income option for retirement prior to commencement of Social Security benefits, and
- lump sum, if monthly benefit is \$100 or less.

These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Definitions

Final Average Earnings

Average of the highest Eligible Earnings in the 36 consecutive months out of the last 120 months of service, excluding earnings before January 1, 2012 are not counted.

Eligible Earnings

Base pay and 50% of any short-term bonus.

Base pay means total earnings including deferred base pay, lump sum merit pay, pre-tax 401(k) or cafeteria plan contributions, but excluding overtime, severance pay, bonuses, and extraordinary items.

Social Security Covered Compensation

The average amount of earnings under the Social Security Act equal to the average of the maximum Taxable Wage Base in each year that would be used to calculate the Social Security benefit for a participant retiring at his Social Security Retirement Age.

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Plan Provisions – Alcan Combined Pension Plan Formula

Participants Accruing Under Formula	PPPI participants that are active as of January 1, 2012 Benefit payable from the Alcancorp Pension Plan is equal to the benefit accrued under the Alcan Combined formula using all years of service and pay prior to termination, and offset by the benefit accrued under the Alcan Combined Pension Plan as of December 31, 2011.
ANCG Offset for PPPI Employees Transferring from ANC	Benefits payable from the Plan will be equal to the Total Benefit payable to a participant minus the portion of the benefit that will be paid by former ANC Plan #020. The ANCG portion of the benefit will be based on service with ANCG and the Highest Average Salary upon termination from PPPI. Highest Average Salary for the ANCG portion of the benefit is limited to an average of 5% increases from the ANCG Highest Average Salary at the time of participant transfer. Eligibility for benefits is based on combined service with PPPI and ANCG.
Eligibility by Group	
Blue	For Non-Cebal Tubes Americas Participants: Hired before January 1, 2005 and age plus service total was 50 or more as of December 31, 2006 For Cebal Tubes Americas Participants: Hired before January 1, 2005 and age plus service total was 55 or more as of December 31, 2006
Green	Hired before January 1, 2005 and age plus service total is less than 50 for non-Cebal participants and less than 55 for Cebal participants as of December 31, 2006.
Yellow	Hired by Alcan on or after January 1, 2005.
Orange	Hired before January 1, 2005 and a former Lawson Mardon employee.

Normal Retirement—Blue Participants

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Eligibility

Age 65.

Total Benefit

A monthly benefit equal to (a) reduced by (b), plus (c) below:

- (a) 1.5% of the Participant's Highest Average Salary times Service not in excess of 35 years.
- (b) 1.5% of the Participant's Primary Social Security Benefit times Service covered by (a) that occur after December 31, 1978.
- (c) 1% of the Participant's Highest Average Salary times Service in excess of 35 years, if any.

In no event shall the monthly retirement benefit be less than the benefit accrued at December 31, 1988 from the American National Can Group Retirement Plan for Salaried Employees—Plan 1 or Plan 2, or the Guardian Packaging Corporation Retirement Plan for Salaried Employees if a participant was formerly a participant in any of these plans.

Various divisions acquired by American National Can Group are subject to a past service date before which credit for service for benefit accrual purposes is not granted.

Early Retirement—Blue Participants
Eligibility

Age 55 and five years of vesting service.

Total Benefit

A monthly benefit equal to (a) reduced by (b), plus (c) below:

- (a) 1.5% of the participant's highest average salary times service not in excess of 35 years. Such amount shall be reduced by $\frac{1}{4}$ of 1% for each month by which the benefit commencement date precedes age 62. Such reduction shall not apply if the participant retires after age 60 with at least 30 years of service.
- (b) 1.5% of the participant's primary social security benefit times service covered by (a) that occur after December 31, 1978. Such amount shall be reduced by $\frac{1}{180}$ th for the first 60 months and $\frac{1}{360}$ th for the next 60 months by which the benefit commencement date precedes normal retirement date.
- (c) 1.0% of the participant's highest average salary times service in excess of 35 years, if any. Such amount shall

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be reduced by $\frac{1}{4}$ of 1% for each month by which the benefit commencement date precedes age 62. Such reduction shall not apply if the participant retires after age 60 with at least 30 years of service.

Late Retirement—Blue Participants
Eligibility

Age 65.

Total Benefit

The normal retirement benefit, computed using highest average salary and service to actual date of retirement.

Deferred Vested—Blue Participants
Retirement
Eligibility

Five years of vesting service.

Total Benefit

Normal retirement benefit accrued to date of termination commencing at age 65 or reduced by $\frac{1}{2}$ of 1% for each month the first payment precedes the employee's normal retirement date.

Normal Retirement—Green Participants
Eligibility

Age 65.

Total Benefit

A monthly benefit equal to (a) plus (b) below:

- (a) Normal retirement formula payable to Blue participants with service frozen as of December 31, 2006 and pay based on Highest Average Salary at retirement and the participant's primary social security benefit at retirement.
- (b) 1.5% of career average pay times service with pay and benefit service beginning on January 1, 2007.

Early Retirement—Green Participants
Eligibility

Age 55 and five years of vesting service.

Total Benefit

A monthly benefit equal to (a) plus (b) below:

- (a) Early retirement formula payable to Blue participants with service frozen as of December 31, 2006 and pay based on Highest Average Salary at termination.
- (b) 1.5% of career average pay times service with pay and benefit service beginning on January 1, 2007. Such

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amount shall be actuarially reduced from age 65 for early commencement.

Late Retirement—Green Participants

Eligibility

Age 65.

Total Benefit

The normal retirement benefit, computed using salary and service at actual date of retirement.

Deferred Vested—Green Participants

Eligibility

Five years of vesting service.

Total Benefit

The normal retirement benefit accrued to date of termination commencing at age 65. If the benefit commences before age 65, the portion of the benefit payable under the Blue formula is reduced by $\frac{1}{2}$ or 1% for each month the first payment precedes the employee's normal retirement date, and the portion of the benefit payable under the career average formula is actuarially reduced for early commencement.

Normal Retirement—Yellow and Orange Participants

Eligibility

Age 65.

Total Benefit

A monthly benefit equal to 1.5% of career average pay times benefit service. Benefit service begins at later of January 1, 2006 and date of hire for Plastics (Flex Salaried) and Orange (Former Lawson Mardon and Shelbyville Pharma) participants. Benefit service begins at later of January 1, 2005 and date of hire for all other yellow participants.

Early Retirement—Yellow and Orange Participants

Eligibility

Age 60 and five years of vesting service.

Total Benefit

Normal retirement benefit actuarially reduced from age 65 for early commencement.

Late Retirement—Yellow and Orange Participants

Eligibility

Age 65.

Total Benefit

The normal retirement, computed using salary and service at actual date of retirement.

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Deferred Vested Retirement—Yellow and Orange Participants

Eligibility

Five years of vesting service.

Total Benefit

The normal retirement benefit accrued to date of termination commencing at age 65 or actuarially reduced for commencement before age 65.

Disability Retirement—All Participants

Eligibility

Entitled to benefits under the Company's Long-Term Disability (LTD) Plan and disability benefits under provisions of the Social Security Act.

Total Benefit

Participants with a date of disability before January 1, 2007 continue to accrue benefit service through the earlier of age 65 or the date their disability ends. Post-2011 benefit service for this group is accrued in the Alcancorp Pension Plan.

Preretirement Spouse's Annuity

Eligibility

Any vested participant (active or terminated).

Total Benefit

For a participant who is eligible for early or normal retirement, the benefit is an immediate annuity to the surviving spouse equal to 50% of the monthly benefit the participant would have been entitled to had he retired the day before his death and elected the 50% J&S option.

For all other vested participants, the benefit is a deferred annuity to the surviving spouse equal to 50% of the monthly benefit the participant would have been entitled to had he terminated employment on the date of his death, survived to early retirement age, elected the 50% J&S option, and then died the following day.

ANCG Offset

The ANCG portion of the benefit will be based on service with ANCG and the Highest Average Salary upon death or termination from PPPI, whichever comes earlier. Highest Average Salary for the ANCG portion of the benefit is limited to an average of 5% increases from ANCG Highest Average Salary at the time of participant transfer.

Normal Form of Annuity

Actuarially reduced 50% J&S annuity if married, otherwise straight life.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Alcancorp Pension Plan
EIN: 41-2098316 PN: 001

Optional Forms of Payment

Joint and Survivor: 50%, 66 $\frac{2}{3}$ %, 75%, 100%.
Certain & Life: 5-year, 10-year.

Lump sum if monthly retirement benefit is \$100 or less.

These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Highest Average Salary

The average monthly compensation for the 60 consecutive months of service affording the highest such average monthly compensation.

Primary Social Security Benefit

The monthly amount to which an employee is or would be entitled, assuming that he would continue to receive, until he reached 65, compensation at the same rate as in effect on the date of termination.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Alcancorp Pension Plan
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Past Service Limitation:

	Division	Location	Past Service Date
For Former NCC Salaried Plan 2 Locations:	Dura-Closure	Hutchinson	08/19/1974
		Consolidated Cork	02/25/1971
		Bedford Park, CA	03/01/1980
		Bernardin, IN	03/06/1980
	NCC-Glass	Oil City	08/11/1969
		Shawmut	08/31/1970
		Kerr	09/19/1983
	NCC-MCD Plastic Container Division	Kaiser	03/07/1983
			08/01/1979
For ANC Salaried Plan Locations:	Color-Ad		04/01/1988
	Ludlow		12/01/1987
	Longview		01/11/1991
	Winston-Salem		07/01/1993
	Asheville		04/01/1995
For PPPI Salaried Plan Locations:	Kenpak		01/01/2000
	JPS		07/01/2001
	Phoenix		02/02/2002

Compensation

Compensation shall include base salary, 401(k) or section 125 salary reductions, overtime, commissions and shift premium payments, and non-deferred incentive awards paid during the year. Compensation does not include any flexible amount regardless of whether received in cash.

Effective January 1, 2002, EGTRRA increased the Internal Revenue Code section 415 limit to \$160,000 and the limit on compensation to \$200,000. The \$200,000 pay limit was applied retroactively for participants who were active as of January 1, 2002.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Alcancorp Pension Plan
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Plan Changes Since the Prior Year

The funding valuation reflects the following plan changes:

- Accruals for nongrandfathered Cable employees were frozen as of December 31, 2011.
- Effective January 1, 2012, Cleveland and Sebree salaried participants begin to accrue a pension benefit under the Rio Tinto America Plan formula for benefit service after December 31, 2011. Accruals under the Alcancorp Plan formula were frozen December 31, 2011. The December 31, 2011 frozen benefit is multiplied by the participant's Final Average Earnings (as defined under the Rio Tinto America formula), divided by the participant's Highest Average Earnings used to calculate the frozen benefit.
- Effective January 1, 2012, active Rio Tinto Shared Services Chicago participants of the Alcan Combined Pension Plan accrue benefit service under the Alcancorp Pension Plan for post-2011 service.
- The plan was amended to add a lump sum optional form of payment to participants with an age 65 monthly retirement benefit that is less than \$100.
- The compensation limit under Section 401(a)(17) of the Internal Revenue Code changed from \$245,000 to \$250,000.
- The dollar limit under Section 415(b) of the Internal Revenue Code changed from \$195,000 to \$200,000.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

The enrolled actuary has changed from Kimberly Boxwell to Alex Geml. This is due to a change in the company providing actuarial services from Towers Watson to Aon Hewitt.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Alcan Combined Pension Plan
EIN: 36-4290330 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the funding asset return assumption from 6.90% to 6.50%.
- The retirement rate assumption was updated to assume that 100% will retire at the end of 2012.
- The withdrawal rate assumption was updated to assume that 100% will terminate at the end of 2012.

These changes were made to better reflect anticipated plan experience. The non-prescribed assumption changes did not reduce the funding shortfall by more than \$5 million; as such, approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Alcancorp Pension Plan
EIN: 41-2098316 PN: 001

Schedule SB, line 25—Change in Method

The funding valuation reflects the following method changes:

- A change in the actuarial services provider from Towers Watson to Aon Hewitt.

Aon Hewitt matched the prior actuary's results for 2011 within 5%. As such, these method changes were automatically approved under Announcement 2010-3 and approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2012 Plan Year
 AlcanCorp Pension Plan
 EIN: 41-2098316 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Attained Age	Number of Participants									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	7	2								
25-29	7	10	12							
30-34	8	14	19	3						
35-39	7	23	29	21	6					
40-44	10	13	20	13	11	6				
45-49	5	15	24	30	13	19	12			
50-54	3	7	16	26	25	31	39	17	2	
55-59	3	8	13	15	22	24	42	23	14	
60-64	3	4	8	10	7	15	10	12	19	4
65-69				1		2	1	1		2
70+										1

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