Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
ALCAN COMBINED PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/28/1999

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

ALCAN CORPORATION

C/O RIO TINTO AMERICA

4700 DAYBREAK PARKWAY
SOUTH JORDAN, UT 84095

2b Employer Identification Number (EIN)
36-4290330

2c Sponsor's telephone number
801-204-2588

2d Business code (see instructions)
326100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2013	JEFF HAMBLIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 [X] Same as Plan Sponsor Address

ALCAN CORPORATION 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
PECHINEY PLASTIC PACKAGING INC.

4b EIN
36-4290330

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	3685
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**	14
b	Retired or separated participants receiving benefits	**6b**	1104
c	Other retired or separated participants entitled to future benefits	**6c**	2460
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3578
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	67
f	Total. Add lines **6d** and **6e**	**6f**	3645
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**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1G 1I 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ALCAN COMBINED 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)
36-4290330

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

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

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2012

2	Assets:			
	a Market value		**2a**	118819613
	b Actuarial value		**2b**	122759284
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	1100	55599291
	b For terminated vested participants	**3b**	2543	55854072
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		73492
	(2) Vested benefits	**3c(2)**		5352177
	(3) Total active	**3c(3)**	42	5425669
	d Total	**3d**	3685	116879032
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	7.07 %
6	Target normal cost		**6**	1081576

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary — Date: 09/30/2013

YVONNE GATCHEFF ORNT — Type or print name of actuary

11-03910 — Most recent enrollment number

HEWITT ASSOCIATES LLC — Firm name

847-295-5000 — Telephone number (including area code)

4 OVERLOOK POINT
LINCOLNSHIRE, IL 60069-4302

Address of the firm

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2366334
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2366334
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of -0.40%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		1072637
	b Interest on (a) using prior year's effective interest rate of 6.33% except as otherwise provided (see instructions)		-4291
	c Total available at beginning of current plan year to add to prefunding balance		1068346
	d Portion of (c) to be added to prefunding balance		1068346
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	1068346

Part III Funding Percentages

14	Funding target attainment percentage	14	104.11 %
15	Adjusted funding target attainment percentage	15	105.03 %
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	91.16 %
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? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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

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

21 Discount rate:

a Segment rates:

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

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	56

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**	1081576
b Excess assets, if applicable, but not greater than line 31a	**31b**	1081576

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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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	**B** Three-digit plan number (PN) ▶
ALCAN COMBINED PENSION PLAN	001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
ALCAN CORPORATION	36-4290330

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
ALCAN COMBINED PENSION PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-4290330

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: RIO TINTO AMERICA MASTER RET. TRUST

b Name of sponsor of entity listed in (a): RIO TINTO AMERICA, INC.

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)
31-1464406-001	M	131550338

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
ALCAN COMBINED 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)
36-4290330

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	422033	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2150000	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)	116710638	131550338
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	119282671	131550338
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	119282671	131550338

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)		17584607
(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		17584607
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5316940	
(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)		5316940
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		5316940
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		12267667
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
ALCAN COMBINED 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)
36-4290330

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 36-7283959

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** 58

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 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):

Alcan Combined Pension Plan

Financial Report
December 31, 2012

McGladrey

Assurance ▪ Tax ▪ Consulting

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Statements of changes in net assets available for benefits	4
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McGladrey

Independent Auditor's Report

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

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the Alcan Combined 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 correct 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.

Member of the RSM International network of independent accounting, tax and consulting firms.

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.

Minneapolis, Minnesota
October 4, 2013

Alcan Combined Pension Plan

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

	2012	2011
Investments at fair value (Notes 4, 5 and 7):		
Plan interest in Rio Tinto America Master Retirement Trust	**$ 131,550,338**	$ 116,710,638
Employer contributions receivable	**-**	2,150,000
Cash	**-**	422,033
Net assets available for benefits	**$ 131,550,338**	$ 119,282,671

See Notes to Financial Statements.

Alcan Combined 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	**$ 19,115,099**	$ 283,390
Employer contributions	**-**	2,150,000
Total additions	**19,115,099**	2,433,390
Deductions:		
Benefits paid to participants and beneficiaries	**5,316,940**	5,045,265
Administrative expenses	**1,530,492**	1,242,561
Total deductions	**6,847,432**	6,287,826
Net increase (decrease)	**12,267,667**	(3,854,436)
Net assets available for benefits:		
Beginning of year	**119,282,671**	123,137,107
End of year	**$ 131,550,338**	$ 119,282,671

See 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 Pechiney Plastic Packaging, Inc. (the Company or Employer). The Plan is a noncontributory defined benefit plan that includes certain groups of salaried employees at participating employers, as defined in the plan document, or who are members of a group of employees who have been specifically included by action of the Benefits Committee, provided they are not covered by a collective bargaining agreement. Such employees hired on or after January 1, 2011, shall be eligible to participate in the Plan upon reaching age 20½ and the completion of six months of service for full-time employees or the completion of 1,000 hours of service during the year for part-time employees. 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 December 31, 2011. Effective December 31, 2011, benefit accruals under the Plan are frozen. Compensation for determining participants' accrued benefits shall not include compensation paid after December 31, 2011, and 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. No benefit increases or supplements of any sort shall be made after December 31, 2011.

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

Pension benefits: Participants are entitled to annual pension benefits at normal retirement. Benefit provisions were changed effective January 1, 2007. The benefit formula was changed to generally provide an annual normal retirement benefit that is 1.5 percent of the participant's plan compensation for each year the participant earns benefit service (a benefit based on a career average formula). Special grandfathering rules allow a plan participant who meets certain age plus service criteria as of December 31, 2006, to continue to accrue benefits after such date based on the former plan provisions.

The Plan generally permits early retirement if the participant reaches age 60 with five years of service. The early retirement benefit is the product of the normal retirement benefit multiplied by a factor based on age and early commencement.

Prior to January 1, 2007, annual pension benefits were determined by the number of years of service at the time of retirement and the average compensation prior to retirement, defined by the participant's employment location.

The Plan also provides for disability benefits.

Note 1. Description of the Plan (Continued)

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 eligible service or attaining age 65 while actively employed by the Company.

The normal form of payment is a straight life annuity for single participants and a 50 percent joint and survivor annuity for married participants. The Plan also has the following optional forms of payment:

- 50 percent, 75 percent and 100 percent joint and survivor annuity
- 10-year certain and life annuity

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).

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.

Note 1. Description of the Plan (Continued)

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.

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.

Note 2. Summary of Significant Accounting Policies (Continued)

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 $2,150,000.

Payment of benefits: Benefits are recorded when paid.

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 March 26, 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 105 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.

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 December 31, 2011, from participating in the Plan. All accrual of benefits ended as of December 31, 2011, but benefit service shall continue to count for purposes of determining vesting.

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, nonunion hourly and union hourly participants
Retirement rates	Rates increasing from 10% to 100% between ages 60 and 65 for all participants not in the blue group, as defined, which remained unchanged; rates increasing from 15% to 100% between ages 55 and 65 for the blue group, as defined

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.

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	$ 62,139,577
Other participants	79,102,653
	141,242,230
Nonvested benefits	79,525
Total actuarial present value of accumulated plan benefits, at December 31, 2011	$ 141,321,755

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	$ 122,022,172
Increase (decrease) during the year attributable to:	
Benefits paid	(5,045,265)
Increase for interest due to the decrease in the discount period	7,770,051
Change in actuarial assumptions*	15,672,420
Other changes	902,377
Net increase	19,299,583
Actuarial present value of accumulated plan benefits, at end of year	$ 141,321,755

*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.

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	$ 131,250,562	$ 116,448,689

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	$ 18,713,029	$ 965,976

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 7.3 percent and 7.1 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.

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	-
	1,825,763,204	1,657,476,382
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
	17,252,622	7,609,508
Total assets	1,850,008,970	1,666,700,836
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
	32,770,119	20,937,689
Net assets	$ 1,817,238,851	$ 1,645,763,147

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
	218,835,351	(34,394,586)
Interest	43,692,707	36,831,894
Dividends	4,268,257	4,761,110
Currency gain/loss and other	474,607	581,820
	267,270,922	7,780,238
Administrative expenses	(7,455,366)	(6,920,035)
Net investment results	259,815,556	860,203
Net purchases (redemptions)	(88,339,852)	(38,521,694)
Transfer to former Master Trust participating plans	-	(169,403,396)
Net change in net assets	$ 171,475,704	$ (207,064,887)

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 if 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

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 under *FASB Accounting Standards Codification* 820 are described below:

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

Level 2: Inputs to the valuation methodology include quoted 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 net asset value 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.

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

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.

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.

Note 7. Fair Value Measurements (Continued)

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
	$ 987,637,865	$ 141,098,400		

	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
	$ 821,969,267	$ 118,900,000		

(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.

(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.

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
	$ 155,800,000	$ (350,130)	$ 350,575		
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
	$ 189,800,000	$ 12,140	$ 333,539		

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
	$ 104,700,000	$ (2,014,651)	$ (1,120,102)		
Interest rate swaps:					
Brazil	$ 41,300,000	$ 68,241	$ 141,876	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. Reconciliation of Financial Statements to Form 5500

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

Net increase in net assets available for benefits before transfers per the financial statements	$ 12,267,667
Investment income	(1,530,492)
Administrative expenses	1,530,492
Net increase in net assets available for benefits before transfers per the Form 5500	$ 12,267,667

See Supplemental Schedules attached to the IQPA Opinion and Financial Statements

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan: Alcan Combined 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): 36-4290330

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

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

Part I Basic Information

1	Enter the valuation date: Month 1 Day 1 Year 2012			
2	Assets:			
	a Market value	2a		118,819,613
	b Actuarial value	2b		122,759,284
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	1,100	55,599,291
	b For terminated vested participants	3b	2,543	55,854,072
	c For active participants:			
	(1) Non-vested benefits	3c(1)		73,492
	(2) Vested benefits	3c(2)		5,352,177
	(3) Total active	3c(3)	42	5,425,669
	d Total	3d	3,685	116,879,032
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		7.07 %
6	Target normal cost	6		1,081,576

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: YVONNE GATCHEFF ORNT YGO

Signature of actuary

9-30-2013

Date

Yvonne Gatcheff Ornt

Type or print name of actuary

11-03910

Most recent enrollment number

Hewitt Associates LLC

Firm name

(847) 295-5000

Telephone number (including area code)

4 Overlook Point

Lincolnshire IL 60069-4302

Address of the firm

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2,366,334
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2,366,334
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of (0.40) %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		1,072,637
	b Interest on (a) using prior year's effective interest rate of 6.33 % except as otherwise provided (see instructions)		(4,291)
	c Total available at beginning of current plan year to add to prefunding balance		1,068,346
	d Portion of (c) to be added to prefunding balance		1,068,346
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	1,068,346

Part III Funding Percentages

14	Funding target attainment percentage	14	104.11 %
15	Adjusted funding target attainment percentage	15	105.03 %
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	91.16 %
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? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
5.54 %	6.85 %	7.52 %	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	56

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	1,081,576
b Excess assets, if applicable, but not greater than line 31a	31b	1,081,576

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

2012

This Form Is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 ALCAN COMBINED PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/28/1999

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

PECHINEY PLASTIC PACKAGING INC.

C/O RIO TINTO AMERICA
4700 DAYBREAK PARKWAY

SOUTH JORDAN UT 84095

2b Employer Identification Number (EIN) 36-4290330

2c Sponsor's telephone number (801) 204-2588

2d Business code (see instructions) 326100

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]	9-30-13	JEFF HAMBLIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	9-30-13 JVC	JEFF HAMBLIN
	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 ALCAN CORPORATION 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**	3,685
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**	14
b Retired or separated participants receiving benefits	**6b**	1,104
c Other retired or separated participants entitled to future benefits	**6c**	2,460
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	3,578
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	67
f Total. Add lines **6d** and **6e**	**6f**	3,645
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**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1G 1I 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)		**9b** Plan benefit arrangement (check all that apply)	
(1) ☐	Insurance	(1) ☐	Insurance
(2) ☐	Code section 412(e)(3) insurance contracts	(2) ☐	Code section 412(e)(3) insurance contracts
(3) ☒	Trust	(3) ☒	Trust
(4) ☐	General assets of the sponsor	(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		**b General Schedules**	
(1) ☒	**R** (Retirement Plan Information)	(1) ☒	**H** (Financial Information)
(2) ☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐	**I** (Financial Information – Small Plan)
		(3) ☐	**A** (Insurance Information)
		(4) ☒	**C** (Service Provider Information)
(3) ☒	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) ☒	**D** (DFE/Participating Plan Information)
		(6) ☐	**G** (Financial Transaction Schedules)

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

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

The average retirement age shown in line 22 has been calculated by assuming that all active participants retire immediately at the end of 2012 if they are eligible to do so. No decrements other than retirement are considered for this calculation. The assumption effectively is that an active participant would retire at their earliest eligibility age, which is 55 for Blue participants and 60 for Green, Yellow and Orange participants.

	Average Age	Active Count	% of Participants
Blue	55.0	30	71.4
Green, Yellow & Orange	60.0	12	28.6
Weighted Average Retirement Age	**56.4**		

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

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%
Optional payment form election	Single Participants-Straight life annuity Married Participants-50% J&S annuity
Optional payment form conversion interest rate	6.00%
Optional payment form conversion mortality	Mortality table prescribed by Code Section 417e(3)
Retirement Age	
Active Participants	100% retirement assumed at the end of 2012
Terminated Vested Participants	
Former PPPI Plan #001	Age 59 for Blue and age 63 for Green, Yellow and Orange terminated vesteds
Former PPPI Plan #002	Age 61
Former PPPI Plan #003	Age 59 for Joint GCIU, Joint UPIU, Menasha IAM, Jaite Packaging Services and Minneapolis GCIU, and age 65 for St. Louis Park
Former PPPI Plan #004	Age 61 for Shelbyville and Washington, NJ, and; age 65 for Lincoln Park
Former PPPI Plan #006	Age 61
Mortality Rates Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)

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

Withdrawal Rates	100% withdrawal assumed at the end of 2012
Disability Rates	None
Surviving Spouse Benefit	For salaried participants, it is assumed that 90% of males and 50% of females have an eligible spouse. For hourly participants, it is assumed that 90% of males and 80% of females have an eligible spouse. For salaried and hourly participants, it is assumed that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of $200,000.
Valuation of Plan Assets	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. 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).
Expected Return on Assets	
2010 Plan Year	6.90%, limited to 6.82%
2011 Plan Year	6.50%
Trust Expenses Included in Target Normal Cost	$1,081,576, based on 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

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

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

Number of Participants

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29		1								
30-34			3							
35-39			2							
40-44			3							
45-49			1	2		2	2			
50-54		1	1	3		3	2			
55-59						1	2	1		
60-64				2	1	1	1	2	4	
65-69						1				
70+										

N-42

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.

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Schedule SB, Part V—Summary of Plan Provisions

Plan History

Effective July 28, 1999, American National Can was split into separate companies. Pechiney created an IPO for the Beverage division of ANC, retaining just under 50% ownership. Pechiney retained 100% ownership of the Plastics division of ANC and renamed the company Pechiney Plastic Packaging, Inc. The following information pertains to Pechiney Plastic Packaging, Inc.

As of July 28, 1999, Pechiney Plastic Packaging, Inc. created PPPI Plan #001 — Salaried Plan.

PPPI Plan 001 was created as a mirror-offset plan to grant future accruals to participants moving from American National Can Group to PPPI. For participants who transferred employment from American National Can Group to PPPI, their total benefit will be based on final pay at PPPI and total service with both PPPI and ANCG. PPPI's portion of the benefit will be equal to the total benefit payable minus the portion payable by ANCG.

Effective January 1, 2000, Kenpak Salaried employees became participants in the Salaried Plan. Benefit service begins January 1, 2000, but service for eligibility and vesting was granted from hire date.

Effective July 1, 2001, JPS Salaried employees became participants in the Salaried Plan. Benefit service begins July 1, 2001, but service for eligibility and vesting was granted from date of hire.

Effective February 2, 2002, Phoenix Salaried employees became participants in the Salaried Plan. Benefit service begins February 2, 2002, but service for eligibility and vesting was granted from hire date.

Pechiney Plastics Packaging, Inc. was acquired by Alcan, Inc. in 2003. Purchase accounting was applied as of December 31, 2003. The methodology used to calculate FAS 87 expense was changed for 2004, to be consistent with that used by Alcan, Inc.

During 2005, Alcan, Inc. became the sponsor of the plan, which was renamed the Alcan Salaried Pension Plan (Plan # 001).

During 2006, there were significant headcount reductions for certain locations in PPPI Plan 001. FAS 88 curtailment accounting calculations were performed as of March 31, 2006 and June 30, 2006.

Effective January 1, 2007, the plan was amended, renamed and restated. The amendment created a career average plan for all new hires on or after January 1, 2005, and created several groups of participants with varying levels of pension grandfathering of the former PPPI Salaried Plan.

Effective January 1, 2007, Lawson Mardon Salaried employees became participants under the career average formula. Benefit service begins January 1, 2006, but eligibility and vesting service was granted from hire date.

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During 2007, Rio Tinto acquired Alcan, Inc. and the resulting company Rio Tinto Alcan became the sponsor of the plan.

During 2010, certain Rio Tinto Alcan business units were sold. Rio Tinto retained the benefit liabilities for the impacted participants. All impacted participants were fully vested in their accrued benefits. All impacted Blue participants who were at least age 54 were bridged into early retirement eligibility.

Effective December 31, 2010, the Alcan Plastics Hourly Non-Union Pension Plan, the Alcan Plastics Hourly Union Pension Plan, the Alcan Tubes Hourly Non-Union Pension Plan, and the Alcan Retirement Plan for Bargaining Employees of Illinois were merged into the Alcan Career Pension Plan.

Effective January 1, 2011 the merged plan was renamed the Alcan Combined Pension Plan. The January 1, 2011 funding valuation reflects the benefit liabilities and plan assets of the four plans that merged into the Alcan Combined Pension Plan on December 31, 2010.

Effective December 31, 2011, the Alcan Combined Pension Plan was frozen. All active participants in the plan as of January 1, 2012 begin to accrue benefits in the Alcancorp Pension Plan as of January 1, 2012.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Alcan Combined Pension Plan
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Schedule SB, Part V—Summary of Plan Provisions

Salaried Participants (PPPI Plan #001)

Effective Date	July 28, 1999.
ANCG Offset for PPPI Employees Transferring from ANC	Benefits payable from PPPI Plan #001 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.
Date of Participation	January 1 following age 20½ and completion of six months of service. Participation closed to new hires after 12/31/2011.
Plan Freeze	Effective December 31, 2011, all pay and benefit service was frozen for purposes of calculating the benefit payable from the Alcan Combined Pension Plan.
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

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 ¼ 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 1/180th for the first 60 months and 1/360th 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 be reduced by ¼ 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 ½ 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 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 ½ 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.

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	For participants with a date of disability on or after January 1, 2007: Accrued benefit commencing as of normal retirement date or, if later, when LTD benefits stop. The accrued benefit is based on salary on the date of disability and service on the date of disability plus up to two years of additional service if the participant continues to qualify for LTD benefits, assuming no changes occur in the social security law from the date of disability.
ANCG Offset for Participants Transferring From ANC to PPPI	Date of Disability before January 1, 1989: ANCG pays complete benefit. No PPPI benefit is payable. Date of Disability between January 1, 1989 and July 28, 1999: ANCG pays the portion of the Total Benefit that corresponds to service before July 28, 1999. Date of Disability after July 28, 1999: The ANCG portion of the benefit will be based on service with ANCG and the Highest Average Salary upon disability to 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 transfer.
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.
Optional Forms of Payment	Joint and Survivor: 50%, 66 ⅔%, 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.

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.

All section 415 and section 401(a)(17) limit changes over the last five years were reflected in the actuarial valuation in the year the limit was changed.

Special Provisions Applicable to Former Nonhighly-Compensated Members of the American National Can Group Retirement Plan for Salaried Employees—Plan 1 (i.e., former ACPI Salaried Plan)

Note: Eligibility for these special provisions is based on service in the ANCG Salaried Plan, but the actual monthly retirement benefit and the annual salary is based on accredited service and salary as of December 31, 1988 (under the terms of the ACPI Salaried Plan then in effect).

PPPI assumes all liabilities under the ANC 25-Year Survivorship and ANCG 10-Year Survivorship Plan in respect to PPPI employees transferring from ANC.

Survivor Income Benefit

Eligibility	The following requirements must be met at death: ▪ Hired before January 1, 1979 ▪ Ten years of service ▪ Employee is active, on leave, on long-term or short-term disability, and ▪ Not covered by the Survivorship Benefit.
Total Benefit	For death before age 55: a monthly benefit of $100 payable to the employee's age 55. After the employee's age 55, a monthly benefit equal to the greatest of $100, 15% of the monthly retirement benefit (as if retired on date of death), or the Preretirement Spouse's Benefit. For death after age 55: a monthly benefit equal to the greatest of $100, 15% of the monthly retirement benefit (as if retired on date of death), or the Preretirement Spouse's Benefit.

Survivorship Benefit

Eligibility	The following requirements must be met at death: Employed on or before April 30, 1975 25 years of service before age 65, and Either active, on long-term or short-term disability, or an early retiree (does not include vested terminations).
Total Benefit	An amount calculated from a benefit base of two times frozen annual salary (base pay plus salary reductions only). If the benefit base is greater than $5,000, the amount shall be paid in monthly installments to a beneficiary in such amounts as would have been payable had the benefit base been used to purchase a straight life annuity from an insurance company.

Covered Work Force Realignment	An employee separated due to work force realignment and covered by the severance pay provisions may be eligible for special retirement benefits if certain other conditions are met (employed on August 31, 1985, at least age 50, and eight years of accredited service at separation).
Employee Contributions	None required since 1972.
Other Workforce Reductions	Any subsidy or enhancement granted to PPPI employees as part of a workforce reduction will be PPPI's responsibility. In other words, the ANC Former Plan #020 will not provide additional benefits due to workforce reduction initiatives.
Commencement of Benefits	PPPI employees may not commence benefits (ANCG or PPPI benefits) until they have terminated or retired from PPPI.

Alcan Plastic Division Hourly Non-Union Participants (Former PPPI Plan #002)

Plastics Hourly Non-Union	**Bellevue**	**Contract Period: N/A**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	Bellevue — $28.00 (Sold during 2006). Asheville — $19.00 per year of credited service after April 1, 1995. The following table lists all benefit level changes in the past five years: **Effective Date** / **Benefit Level Bellevue** 1/1/2006 $28.00 1/1/2005 $27.00 1/1/2004 $26.00 1/1/2003 $24.50 1/1/2002 $23.50
Early Retirement		
Full	None.	N/A.
Reduced	Age 55 with ten years of service.	Accrued benefit, reduced ½% per month before age 65.
Disability	Fifteen years of service.	Accrued benefit.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. Participants with at least 10 years of service at termination can commence before age 65. The accrued benefit is reduced ½% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; benefits are deferred to earliest retirement age.

ANCG Offset	Participants transferring from ANC to PPPI	Benefits payable 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 #177. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($20.50 for Bellevue and $19.00 for Asheville). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 75% and 100%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Alcan Food Packaging Hourly Union Participants (Former PPPI Plan # 003)

Plastics Hourly Union	**Joint GCIU**	**Contract Period: July 1, 2007 to June 30, 2010**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	$37.00. Increases apply to retirees who retire on or after July 1, 2007. The following table lists all benefit level changes in the past five years: **Effective Date** — **Benefit Level** 7/1/2009 — $37.00 7/1/2008 — $36.50 7/1/2007 — $36.00 7/1/2006 — $35.00 7/1/2005 — $34.00
Early Retirement		
Full	Age 62 with 15 years of service.	Accrued benefit.
Reduced	Age 55 with 15 years of service.	Accrued benefit, reduced ½% per month before age 62.
Disability	Fifteen years of service.	Accrued benefit.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. Participants with at least 15 years of service at termination can commence before age 65. The accrued benefit is reduced ½% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; minimum monthly benefit of $100; benefits are deferred to earliest retirement age.

ANCG Offset	Participants transferring from ANC to PPPI	Benefits payable for Joint GCIU 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 #067. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($29.50). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 75%, and 100%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Plastics Hourly Union	**Joint UPIU (PACE)**	**Contract Period: August 1, 2006 to July 31, 2009**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	$36.25. Increases apply to retirees who retire on or after August 1, 2006. The following table lists all benefit level changes in the past five years: **Effective Date** — **Benefit Level** 8/1/2008 — $36.25 8/1/2007 — $35.50 8/1/2006 — $34.75 8/1/2005 — $34.00 8/1/2004 — $33.00
Early Retirement		
Full	Age 62 with 15 years of service.	Accrued benefit.
Reduced	Age 55 with 15 years of service.	Accrued benefit, reduced ½% per month before age 62.
Disability	Fifteen years of service.	Accrued benefit.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. Participants with at least 15 years of service at termination can commence before age 65. The accrued benefit is reduced ½% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; minimum monthly benefit of $100; benefits are deferred to earliest retirement age.

ANCG Offset	Participants transferring from ANC to PPPI	Benefits payable for Joint UPIU (PACE) 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 #068. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($28.50). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 75% and 100%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Plastics Hourly Union	**Menasha IAM**	**Contract Period: October 1, 2006 to September 30, 2009**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	$36.25. Increases apply to retirees who retire on or after October 1, 2006. The following table lists all benefit level changes in the past five years: **Effective Date** — **Benefit Level** 10/1/2008 — $36.25 10/1/2007 — $35.50 10/1/2006 — $34.75 10/1/2005 — $34.00 10/1/2004 — $33.00
Early Retirement		
Full	Age 62 with 15 years of service.	Accrued benefit.
Reduced	Age 55 with 15 years of service.	Accrued benefit, reduced ½% per month before age 62.
Disability	Fifteen years of service.	Accrued benefit.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. Participants with at least 15 years of service at termination can commence before age 65. The accrued benefit is reduced ½% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; minimum monthly benefit of $100; benefits are deferred to earliest retirement age.

ANCG Offset	Participants transferring from ANC to PPPI	Benefits payable for Menasha IAM 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 #069. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($28.50). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 75% and 100%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Plastics Hourly Union	**St. Louis Park (Color Ad) Hourly**	**Contract Period: March 1, 2008 to February 28, 2011**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	$26.00 times service after January 1, 1990 plus $10.00 times service prior to January 1, 1990. The following table lists all benefit level changes in the past five years: **Effective Date** — **Benefit Level** 1/1/2010 — $26.00 times service after 1/1/1990 1/1/2009 — $25.00 times service after 1/1/1990 1/1/2008 — $24.00 times service after 1/1/1990 1/1/2007 — $23.00 times service after 1/1/1990 1/1/2005 — $22.00 times service after 1/1/1990
Early Retirement		
Full	None.	N/A.
Reduced	None.	N/A.
Disability	None.	N/A.
Vesting	$26 future service benefit—five years of service after January 1, 1990. $10 past service benefit—20% per year of service after January 1, 1990	Accrued benefit payable at normal retirement date.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; benefits are deferred to earliest retirement age.

ANCG Offset	Participants transferring from ANC to PPPI	Benefits payable for St. Louis Park (Color-Ad) 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 #163. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($10.00 times service prior to January 1, 1990 plus $19.00 times service after January 1, 1990). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, and 75%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Plastics Hourly Union	**Minneapolis GCIU**	**Contract Period: May 1, 1997 to April 30, 2000**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	$26.50 per year of credited service after May 1, 1985 and before January 1, 2001. Employees have a frozen pension benefit effective December 31, 2000 with continuing eligibility for normal retirement, early retirement, and vesting.
Early Retirement		
Full	None.	N/A.
Reduced	Age 55 with ten years of service.	Accrued benefit, reduced 2/5% per month before age 65.
Disability	Ten years of service.	Accrued benefit.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. Participants with at least 10 years of service at termination can commence before age 65. The accrued benefit is reduced 2/5% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; benefits are deferred to earliest retirement age.
ANCG Offset	Participants transferring from ANC to PPPI	Benefits payable for Minneapolis GCIU 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 #174. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($26.50 times service after May 1, 1985). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.

Normal Form of Annuity	Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment	Joint and Survivor: 25%, 50%, 75%, and 100%. 10-Year Certain & Life. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Plastics Hourly Union	**Jaite Packaging Services**	**Contract Period: March 1, 2009 to February 29, 2012**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	$33.25. The following table lists all benefit level changes in the past five years: **Effective Date** / **Benefit Level** 3/1/2010 — $33.25 3/1/2008 — $32.00 3/1/2007 — $31.00 3/1/2006 — $30.00 3/1/2005 — $28.50
Disability	Five years of service.	Accrued benefit.
Early Retirement Full	None.	N/A.
Reduced	Age 55 with five years of service.	Accrued benefit, reduced ½% per month before age 65.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. If participants commence before age 65, the accrued benefit is reduced ½% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; benefits are deferred to earliest retirement age.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 75%, and 100%. Certain & Life: 5-Year, 10-Year, and 15-Year. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Alcan Beauty Tubes America Hourly Non-Union Participant (Former PPPI Plan #004)

Tubes Hourly Non-Union	**Shelbyville Unorganized**	**Contract Period: N/A**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	$22.50. Benefit service is frozen as of December 31, 2006. Participants continue to accrue service for eligibility and vesting purposes. The following table lists all benefit level changes in the past five years: **Effective Date** — **Benefit Level** 1/1/2002 — $22.50 1/1/2001 — $22.00
Early Retirement		
Full	Age 62 and 30 years of service.	Accrued benefit.
Reduced	Age 55 and 15 years of service.	Accrued benefit, reduced ¼% per month before age 65 (before age 62 if more than 30 years of service).
Disability	Ten years of service.	Accrued benefit.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. Participants with at least 15 years of service at termination can commence before age 65. The accrued benefit is reduced ½% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; benefits are deferred to earliest retirement age.

ANCG Offset	Participants transferring from ANCG to PPPI	Benefits payable for Shelbyville Unorganized 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 #051. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($19.25). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 75%, and 100%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Tubes Hourly Non-Union	**Lincoln Park**	**Contract Period: N/A**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65 with five years of service.	$17.50. Benefit service is frozen as of December 31, 2006. Participants continue to accrue service for eligibility and vesting purposes. The following table lists all benefit level changes in the past five years: **Effective Date** — **Benefit Level** 1/1/2001 — $17.50
Early Retirement Full	None.	N/A.
Reduced	None.	N/A.
Disability	None.	N/A.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor coverage; benefits are deferred to normal retirement age.

ANCG Offset	Participants transferring from ANC to PPPI	Benefits payable for Lincoln Park 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 #110. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($16.50). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 75%, and 100%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Tubes Hourly Non-Union	**Washington, NJ Unorganized**	**Contract Period: N/A**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65 with five years of service.	$22.00. Benefit service is frozen as of December 31, 2006. Participants continue to accrue service for eligibility and vesting purposes. The following table lists all benefit level changes in the past five years: **Effective Date** — **Benefit Level** 1/1/2001 — $22.00
Early Retirement		
Full	Age 62 with 30 years of service.	Accrued benefit.
Reduced	Age 55 with ten years of service.	Accrued benefit, reduced ¼% per month before age 65 (before age 62 if more than 30 years of service).
Disability	Ten years of service.	Accrued benefit.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. Participants with at least 10 years of service at termination can commence before age 65. The accrued benefit is reduced ½% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	Automatic Preretirement 50% Joint and Survivor Coverage; benefits are deferred to earliest retirement age.

ANCG Offset	Participants transferring from ANC to PPPI	Benefits payable for Washington, NJ Unorganized 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 #111. The ANCG portion of the benefit will be based on service with ANCG and the ultimate negotiated benefit level as of the date of the transfer ($21.40). Service with both ANCG and PPPI combined will be used to determine eligibility for benefits.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 75%, and 100%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

Alcan Bargaining Employees of Illinois (Former PPPI Plan #006)

	Bargaining Employees of Illinois	**Contract Period: May 1, 2007 to April 30, 2010**
Benefit	***Eligibility***	***Provision***
Normal Retirement	Age 65.	$25.50. The following table lists all benefit level changes in the past five years: **Effective Date** — **Benefit Level** 5/1/2009 — $25.50 5/1/2008 — $24.25 5/1/2007 — $23.00 5/1/2006 — $22.00 5/1/2004 — $20.50
Early Retirement		
Full	None.	N/A.
Reduced	Age 55 with ten years of service.	Accrued benefit, reduced ½% per month before age 65.
Disability	Five years of service.	Accrued benefit, employee continues to accrue service until electing to receive benefit.
Vesting	Five years of service.	Accrued benefit payable at normal retirement date. Participants with at least 10 years of service at termination can commence before age 65. The accrued benefit is reduced ½% per month from age 65.
Plant Closing/Layoff	None.	N/A.
Preretirement Spouse's Annuity	Five years of service.	½ of accrued benefit.
Normal Form of Annuity		Actuarially reduced 50% J&S annuity if married, otherwise straight life.
Optional Forms of Payment		Joint and Survivor: 50%, 66 ⅔%, 75%, and 100%. These optional forms are based on the mortality table prescribed by Code Section 417e(3) and 6.00% interest.

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

Plan Changes Since the Prior Year

The funding valuation report reflects the following plan changes.

- The Alcan Combined Pension Plan was frozen effective December 31, 2011.
- The mortality table used to convert from the normal form of payment to an optional form of payment has changed from the mortality table set forth in Revenue Ruling 2001-62 to the applicable mortality table prescribed by Code Section 417(e)(3).
- 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.