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. . . . . ▶ [X]

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
U.S. BORAX INC. RETIREMENT PLAN FOR REPRESENTED BORON HOURLY EMPLOYEES

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 10/01/1963

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

U.S. BORAX, INC.

4700 DAYBREAK PARKWAY
SOUTH JORDAN, UT 84095

2b Employer Identification Number (EIN) 98-0047580

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

2d Business code (see instructions) 325600

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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1444
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**	568
b	Retired or separated participants receiving benefits	**6b**	506
c	Other retired or separated participants entitled to future benefits	**6c**	241
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1315
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	100
f	Total. Add lines **6d** and **6e**	**6f**	1415
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**	4
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:
1B 1G 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

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

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

A Name of plan
U.S. BORAX INC. RETIREMENT PLAN FOR REPRESENTED BORON HOURLY EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
U.S. BORAX, INC.

D Employer Identification Number (EIN)
98-0047580

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**	142577266
b Actuarial value	**2b**	146159178

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	584	79484960
b For terminated vested participants	**3b**	239	8002732
c For active participants:			
(1) Non-vested benefits	**3c(1)**		4270572
(2) Vested benefits	**3c(2)**		47600970
(3) Total active	**3c(3)**	621	51871542
d Total	**3d**	1444	139359234

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	7.01 %
6 Target normal cost	**6**	2323966

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary	09/30/2013 Date
SCOTT FULLERTON Type or print name of actuary	11-06486 Most recent enrollment number
HEWITT ASSOCIATES LLC Firm name	847-295-5000 Telephone number (including area code)
4 OVERLOOK POINT LINCOLNSHIRE, IL 60069 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	8778791
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	5004590
9	Amount remaining (line 7 minus line 8)	0	3774201
10	Interest on line 9 using prior year's actual return of 0.48%		18116
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.28% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3792317

Part III Funding Percentages

14	Funding target attainment percentage	14	102.15 %
15	Adjusted funding target attainment percentage	15	104.87 %
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	91.00 %
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**	62

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

Part VI Miscellaneous Items

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

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

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

a Target normal cost (line 6)	**31a**	2323966
b Excess assets, if applicable, but not greater than line 31a	**31b**	2323966

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**	0
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	0	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
U.S. BORAX INC. RETIREMENT PLAN FOR REPRESENTED BORON HOURLY EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. BORAX, INC.

D Employer Identification Number (EIN)
98-0047580

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(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: BUCK CONSULTANTS, LLC	**b** EIN: 13-3954297	
c Position: ACTUARY		
d Address: 1801 CENTURY PARK EAST SUITE 500 LOS ANGELES, CA 90067	**e** Telephone: 310-282-8232	

Explanation: PLAN SPONSOR DECIDED TO CONSOLIDATE ALL ACTUARIAL WORK FOR ITS DEFINED BENEFIT PLANS WITH A SINGLE ACTUARIAL FIRM.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
U.S. BORAX INC. RETIREMENT PLAN FOR REPRESENTED BORON HOURLY EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
U.S. BORAX, INC.

D Employer Identification Number (EIN)
98-0047580

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	156503541

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
U.S. BORAX INC. RETIREMENT PLAN FOR REPRESENTED BORON HOURLY EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. BORAX, INC.

D Employer Identification Number (EIN)
98-0047580

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	142577266	156503541
(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	142577266	156503541
	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	142577266	156503541

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)		22361931
(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		22361931
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8435656	
(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)		8435656
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		8435656
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		13926275
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
U.S. BORAX INC. RETIREMENT PLAN FOR REPRESENTED BORON HOURLY EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. BORAX, INC.

D Employer Identification Number (EIN)
98-0047580

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): 04-3581074

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** 1

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):

U.S. Borax Inc. Retirement Plan for Represented Hourly Employees

Financial Report
December 31, 2012

McGladrey

Assurance ▪ Tax ▪ Consulting

Contents

Independent Auditor's Report	1-2
Financial Statements	
Statements of net assets available for benefits	3
Statements of changes in net assets available for benefits	4
Notes to financial statements	5-20

McGladrey

Independent Auditor's Report

To the Rio Tinto America Benefit Governance Committee
U.S. Borax Inc. Retirement Plan for Represented Hourly Employees
South Jordan, Utah

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of U.S. Borax Inc. Retirement Plan for Represented Hourly Employees (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.

McGladrey LLP

Minneapolis, Minnesota
October 4, 2013

U.S. Borax Inc. Retirement Plan for Represented Hourly Employees

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 the Rio Tinto America Master Retirement Trust	**$ 156,503,541**	$ 142,577,266
Net assets available for benefits	**$ 156,503,541**	$ 142,577,266

See Notes to Financial Statements.

U.S. Borax Inc. Retirement Plan for Represented Hourly Employees

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 the Rio Tinto America Master Retirement Trust investment income	**$ 23,072,903**	$ 330,411
Deductions:		
Benefits paid to participants and beneficiaries	**8,435,656**	7,938,456
Administrative expenses	**710,972**	722,983
Total deductions	**9,146,628**	8,661,439
Net increase (decrease)	**13,926,275**	(8,331,028)
Net assets available for benefits:		
Beginning of year	**142,577,266**	150,908,294
End of year	**$ 156,503,541**	$ 142,577,266

See Notes to Financial Statements.

Note 1. Description of the Plan

The following brief description of the U.S. Borax Inc. Retirement Plan for Represented Hourly Employees (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General: The Plan was established by U.S. Borax Inc. (the Company or Employer). On December 31, 2010, the U.S. Borax Inc. Retirement Plan for Wilmington Hourly Employees was merged into the U.S. Borax Inc. Retirement Plan for Represented Hourly Employees to form the Plan. The Plan is a defined benefit pension plan covering all eligible hourly represented employees of the Company at its sites in Boron, California, and Wilmington, California, as defined in the plan document. Employees begin participating in the Plan when they have completed at least one year of service (1,000 hours in a 12-month period). The Company is a subsidiary of Rio Tinto America, 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.

Pension benefits: Participants are eligible for monthly benefit payments upon reaching regular retirement age. Pension payments are calculated using years of service. Participants receive varying monthly benefit amounts based on years of service. The monthly benefit amount per year of service is $75 at December 31, 2012, and for all future retirements. For participants that retire early, a reduced retirement benefit will be received.

A reduced early retirement benefit is available after attainment of age 55. Participants will receive a lump-sum distribution in the event that the actuarial present value of the participant's entire vested benefit is $5,000 or less. The basic forms of retirement benefits available under the Plan are a lump-sum benefit, a monthly life annuity or, for a married participant, a qualified joint and survivor annuity. A participant vests fully in retirement benefits upon reaching retirement age of 65 while still employed by the Company or upon termination of the Plan.

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.

Note 1. Description of the Plan (Continued)

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.

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 plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

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 demographics, all of which are subject to change. Due to 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.

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 investment 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.

Note 2. Summary of Significant Accounting Policies (Continued)

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 or 2011.

Payment of benefits: Benefits are recorded when paid by the Plan.

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 August 27, 2003, that the Plan and related trust are designed in accordance with the applicable requirements of the IRC. The Plan 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 the 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.

Note 2. Summary of Significant Accounting Policies (Continued)

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.

Subsequent events: The Plan Administrator 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 services 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. 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 prior 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.

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

Investment return	5.60% per annum
Benefit multiplier	Multiplier in effect as of December 31, 2011, with no assumed future multiplier increase
Mortality table used	UP94 with generational mortality projected by Scale AA weighted 115% for males and 130% for females
Retirement rates and average retirement age	0% for active participants less than 5 years of service and less than age 65 100% for active participants 65 or older and less than 5 years of service 100% for active participants with 5 or more years service Age 63 for terminated vested participants

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	$ 85,543,179
Other participants	68,503,487
	154,046,666
Nonvested benefits	5,852,598
Total actuarial present value of accumulated plan benefits, at December 31, 2011	$ 159,899,264

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	$ 146,653,929
Increase (decrease) during the year attributable to:	
Benefits paid	(7,938,456)
Increase in interest due to the decrease in discount period	9,420,783
Change in actuarial assumptions*	17,448,518
Plan amendment**	246,788
Other changes	(5,932,298)
Net increase	13,245,335
Actuarial present value of accumulated plan benefits, at end of year	$ 159,899,264

*The most significant change in actuarial assumptions was the decrease in investment return from 6.60 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 plan amendment made for the year ended December 31, 2011, increased the Wilmington Hourly multiplier from $73 per year of service to $75 per year of service, effective July 17, 2011.

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	$ 156,146,901	$ 142,701,184

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	$ 22,592,345	$ 454,330

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 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 8.6 percent and 8.5 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 of December 31, 2012 and 2011:

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

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

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

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

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 fair value of the Master Trust's Level 3 investment 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.

Note 7. Fair Value Measurements (Continued)

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

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

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

	2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Asset category:				
Fixed income investments:				
Commingled funds (e)	$ 158,426,224	$ -	Immediate	None
Common collective trusts:				
Domestic (a)	221,165,923	-	Immediate	None
International (b)	440,347,915	-	Immediate	None
Partnerships/joint ventures:				
Real estate (c)	89,972,170	36,149,800	Varies	Varies
Private equity (d)	77,725,633	104,948,600	Varies	Varies
	$ 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.

Note 7. Fair Value Measurements (Continued)

(d) Private equity—The objective of these investments is to achieve long-term capital appreciation primarily by investing in private equity funds.

(e) Commingled funds—The objective of these investments is to seek current income and total return by investing in a diversified portfolio of fixed-income investments of varying maturities.

Note 8. Party in Interest

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.

See Supplemental Schedules attached to the IQPA Opinion and Financial Statements

Schedule SB Attachment (Form 5500)—2012 Plan Year
U.S. Borax Inc. Retirement Plan for Represented Hourly Employees
EIN: 98-0047580 PN: 002

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 Percentage	
Active Participants	50% life annuity 30% joint and 50% survivor annuity 15% joint and 100% survivor annuity 5% 10 year certain and life annuity
Terminated Vested Participants	100% life annuity
Optional Payment Form Conversion Interest Rate	5.00%
Optional Payment Form Conversion Mortality	GA-1971 male mortality table
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 63
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	None

Decrement Timing	Middle of the year, with 100% retirement occurring at beginning of year.
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and 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	8.00%, limited to 6.82%
2011 Plan Year	6.60%, limited to 6.57%
Trust Expenses Included in Target Normal Cost	$479,585, based on the prior year's actual plan administrative expenses (excluding PBGC premiums) plus the estimated PBGC premium for the current year.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2012

Table 1

Retirement Rates

	Years of Service	
Age	**0-4**	**5+**
62	0.00%	100.00%
63	0.00%	100.00%
64	0.00%	100.00%
65+	100.00%	100.00%

Table 2

Withdrawal Rates

Age	Rate	Age	Rate
18	0.00%	48	1.50%
19	10.97%	49	1.35%
20	10.50%	50	1.20%
21	10.03%	51	1.05%
22	9.56%	52	0.90%
23	9.09%	53	0.75%
24	8.62%	54	0.60%
25	8.15%	55	0.45%
26	7.68%	56	0.30%
27	7.21%	57	0.15%
28	6.74%	58+	0.00%
29	6.27%		
30	5.80%		
31	5.49%		
32	5.18%		
33	4.87%		
34	4.56%		
35	4.25%		
36	3.94%		
37	3.63%		
38	3.32%		
39	3.01%		
40	2.70%		
41	2.55%		
42	2.40%		
43	2.25%		
44	2.10%		
45	1.95%		
46	1.80%		
47	1.65%		

Schedule SB Attachment (Form 5500)—2012 Plan Year
U.S. Borax Inc. Retirement Plan for Represented Hourly Employees
EIN: 98-0047580 PN: 002

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the optional payment form elections for actives from:

  45% single life annuity
  30% joint and 50% survivor annuity
  15% joint and 100% survivor annuity
  5% 10 year certain and life annuity
  5% Social Security level income option annuity

  to:

  50% single life annuity
  30% joint and 50% survivor annuity
  15% joint and 100% survivor annuity
  5% 10 year certain and life annuity.
- A change in the assumed expenses payable from the trust from $482,000 to $479,585.
- A change in the assumed retirement age for terminated vested participants from age 65 to age 63.
- A change in the assumed inflation from 2.30% to 2.20%.
- A change in the funding asset return assumption from 8.00% to 6.60%.

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
U.S. Borax Inc. Retirement Plan for Represented Hourly Employees
EIN: 98-0047580 PN: 002

Schedule SB, line 25—Change in Method

The funding valuation reflects the following method changes:

- A change in the actuarial services provider from Buck Consultants, LLC to Aon Hewitt.
- A change in active decrement timing from beginning of the year to middle of the year.
- A change in the method of determining expenses payable from the trust from administrative and investment expenses to only administrative expenses.

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
U.S. Borax Inc. Retirement Plan for Represented Hourly Employees
EIN: 98-0047580 PN: 002

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		6	1							
25-29		21	10							
30-34	1	19	24	8						
35-39		24	19	17	5					
40-44	1	15	18	21	9	4				
45-49		10	14	17	5	6	9	2		
50-54	1	17	25	22	15	12	6	44	6	
55-59		5	14	17	5	1	3	53	25	
60-64			3	5	4	4	3	12	15	8
65-69		2		3		1		1	1	1
70+					1					

N-621

Schedule SB Attachment (Form 5500)—2012 Plan Year
U.S. Borax Inc. Retirement Plan for Represented Hourly Employees
EIN: 98-0047580 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	The Boron and Wilmington pension plans were effective October 1, 1963, and merged to form the Borax Hourly Pension Plan on December 31, 2010.
Eligibility for Participation	All regular full time Boron and Wilmington hourly employees
Participation date	First of month following the completion of one year of service Participation is closed to Boron Hourly employees as of May 17, 2010, and to Wilmington Hourly employees as of June 17, 2011.
Normal Retirement	
Eligibility	Age 65
Total Benefit – Boron Hourly	A monthly benefit equal to $75.00 per year of pensionable service The following table lists all benefit level changes in the past ten years:

Effective Date	Benefit Level
11/4/2002	$58.00
11/4/2003	$60.00
11/4/2004	$72.00
11/4/2005	$74.00
11/4/2006	$75.00

Total Benefit – Wilmington Hourly	A monthly benefit equal to $75.00 per year of pensionable service The following table lists all benefit level changes in the past ten years:

Effective Date	Benefit Level
6/17/2002	$56.00
6/17/2003	$58.00
6/17/2004	$60.00
6/17/2005	$62.00
6/17/2006	$73.00
6/17/2011	$75.00

Early Retirement

Eligibility: Age 55

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

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

Late Retirement

Eligibility: After age 65

Total Benefit: The retirement benefit accrued at the date of late retirement

Disability Retirement

Eligibility: 10 years of pensionable service

Total Benefit: A monthly benefit equal to 15% of Final Average Earnings, increased by 1% of Final Average Earnings for each year of pensionable service in excess of 15, not to exceed 25.

The benefit is reduced by workers' compensation and 50% of any Social Security benefits. The benefit is not payable while the participant is eligible for the company's Long Term Disability plan.

Vested Termination

Eligibility: Earlier of age 55 or 5 years of vesting service

Total Benefit: The normal retirement benefit at date of termination, commencing at age 65. The participant may elect for benefits to start as early as age 55, with benefits reduced based on actuarial reduction factors.

Preretirement Death	
Eligibility	For members with a surviving spouse, 5 years of vesting service. Any participant with 15 years of vesting service that does not have a surviving spouse shall have a death benefit payable to the dependent child(ren).
Spouse's Total Benefit	For an active participant age 55 or older with at lest 25 years of service, the benefit is an immediate annuity to the surviving spouse equal to 50% of the accrued normal retirement benefit. 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.
Beneficiaries' Total Benefit	An immediate annuity to the dependent child(ren) equal to 50% of the accrued normal retirement benefit payable until the earlier of the dependent child's 21st birthday, marriage or first date of employment.
Normal Form of Benefit	50% J&S annuity if married, otherwise straight life annuity
Optional Forms of Payment	A retiring participant may also elect other optional forms of payment on an actuarially equivalent basis. These options include: ▪ life annuity, ▪ 50%, 66 ⅔% 75%, or 100% joint and survivor annuities, ▪ 5, 10, or 15 year certain and life annuities, and ▪ level income option for retirement prior to commencement of Social Security benefits. These optional forms are based on the 1971 Group Annuity Male Mortality Table and 5.00% interest.

Definitions

Pensionable Service	Measured from the date the employee meets the eligibility requirements of the plan, or after completing five years of vesting service.
Vesting Service	A year of vesting service is earned for any year in which an employee has 1,000 hours of service or more. A fractional year is granted equal to the number of hours worked divided by 1,000.
Final Average Earnings	A participant's average annual earnings for the highest five consecutive calendar years within the last ten consecutive calendar years preceding retirement or termination.
Earnings	Gross annual earnings, absence pay, holiday pay, premium payments (exclusive of bonuses), directors' fees, vehicle allowances, repayment of expenses, insurance payments, 401(k) and cafeteria plan deferrals.

Plan Changes Since the Prior Year

The funding valuation reflects the following plan changes:

- The Wilmington Hourly multiplier increased from $73 per year of service to $75 per year of service, effective June 17, 2011.
- The dollar limit under Section 415(b) of the Internal Revenue Code changed from $195,000 to $200,000.

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

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

The enrolled actuary has changed from Carlos Diaz to Scott Fullerton. This is due to a change in the company providing actuarial services from Buck Consultants, LLC to Aon Hewitt.

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

U.S. Borax Inc. Retirement Plan for Represented Hourly Employees

B Three-digit plan number (PN) ▶ 002

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

U.S. Borax, Inc.

D Employer Identification Number (EIN)

98-0047580

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		142,577,266
b Actuarial value	2b		146,159,178
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	584	79,484,960
b For terminated vested participants	3b	239	8,002,732
c For active participants:			
(1) Non-vested benefits	3c(1)		4,270,572
(2) Vested benefits	3c(2)		47,600,970
(3) Total active	3c(3)	621	51,871,542
d Total	3d	1,444	139,359,234
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		7.01 %
6 Target normal cost	6		2,323,966

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 Scott Fullerton SF

Signature of actuary

09/30/2013

Date

Scott Fullerton

Type or print name of actuary

11-06486

Most recent enrollment number

Hewitt Associates LLC

Firm name

(847) 295-5000

Telephone number (including area code)

4 Overlook Point

Lincolnshire IL 60069

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	8,778,791
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	5,004,590
9	Amount remaining (line 7 minus line 8)	0	3,774,201
10	Interest on line 9 using prior year's actual return of 0.48 %		18,116
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.28 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3,792,317

Part III Funding Percentages

14	Funding target attainment percentage	14	102.15 %
15	Adjusted funding target attainment percentage	15	104.87 %
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	91.00 %
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	62

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

Part VI Miscellaneous Items

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

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

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

a Target normal cost (line 6)	31a	2,323,966
b Excess assets, if applicable, but not greater than line 31a	31b	2,323,966

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	0
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	0	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
- [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. ▶ [X]

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 U.S. BORAX INC. RETIREMENT PLAN FOR REPRESENTED BORON HOURLY EMPLOYEES

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 10/01/1963

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

4700 DAYBREAK PARKWAY

SOUTH JORDAN UT 84095

2b Employer Identification Number (EIN) 98-0047580

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

2d Business code (see instructions) 325600

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	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	1,444
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**	568
b Retired or separated participants receiving benefits	**6b**	506
c Other retired or separated participants entitled to future benefits	**6c**	241
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	1,315
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	100
f Total. Add lines **6d** and **6e**	**6f**	1,415
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**	4
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:
1B 1G 3H

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

9a Plan funding arrangement (check all that apply)		**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)	[X] Trust	(3)	[X] 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)	[X] **R** (Retirement Plan Information)	(1)	[X] **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)	[X] **C** (Service Provider Information)
(3)	[X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	[X] **D** (DFE/Participating Plan Information)
		(6)	[ ] **G** (Financial Transaction Schedules)

Schedule SB Attachment (Form 5500)—2012 Plan Year
U.S. Borax Inc. Retirement Plan for Represented Hourly Employees
EIN: 98-0047580 PN: 002

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

All active participants with at least five years of service are assumed to retire at age 62.