

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>COLFAX CORPORATION CONSOLIDATED RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>036</u> 1c Effective date of plan <u>01/01/1987</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>COLFAX CORPORATION</u> <u>8170 MAPLE LAWN BLVD SUITE 180</u> <u>FULTON, MD 20759</u>	2b Employer Identification Number (EIN) <u>54-1887631</u> 2c Sponsor's telephone number <u>301-323-9000</u> 2d Business code (see instructions) <u>333200</u>

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

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

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

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address COLFAX CORPORATION 8170 MAPLE LAWN BLVD SUITE 180 FULTON, MD 20759		3b Administrator's EIN 54-1887631
		3c Administrator's telephone number 301-323-9000
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 6545
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	708
b Retired or separated participants receiving benefits.....	6b	5047
c Other retired or separated participants entitled to future benefits.....	6c	3451
d Subtotal. Add lines 6a , 6b , and 6c	6d	9206
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	758
f Total. Add lines 6d and 6e	6f	9964
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 1I 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> 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>COLFAX CORPORATION CONSOLIDATED RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>036</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COLFAX CORPORATION</u>	D Employer Identification Number (EIN) <u>54-1887631</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
---------------	---

1 Coverage Information:

(a) Name of insurance carrier

TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>39-0989781</u>	<u>86231</u>	<u>50244-000</u>	<u>12</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 827545**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 834596**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)** 6340(3) Interest credited during the year **7c(3)** 16456(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 22796**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 857392**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 23081(2) Administration charge made by carrier **7e(2)** 6766(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 29847**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 827545

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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>COLFAX CORPORATION CONSOLIDATED RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>036</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>COLFAX CORPORATION</u>	D Employer Identification Number (EIN) <u>54-1887631</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>190305975</u>
b	Actuarial value 2b <u>191840202</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>3762</u> <u>139709648</u>
b	For terminated vested participants..... 3b <u>2592</u> <u>50809379</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>420013</u>
(2)	Vested benefits..... 3c(2) <u>10856489</u>
(3)	Total active 3c(3) <u>191</u> <u>11276502</u>
d	Total 3d <u>6545</u> <u>201795529</u>
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 <u>6.89 %</u>
6	Target normal cost..... 6 <u>1325000</u>

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	<u>10/08/2013</u> Date
<u>BRIAN D. EVITTS</u> Signature of actuary	<u>11-05995</u> Most recent enrollment number
<u>THE SAVITZ ORGANIZATION</u> Type or print name of actuary	<u>215-587-0700</u> Telephone number (including area code)
<u>1845 WALNUT STREET, 14TH FLOOR</u> <u>PHILADELPHIA, PA 19103</u> Firm name	
<u>Address of the firm</u>	

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)	22194985	755594
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	7508434	0
9 Amount remaining (line 7 minus line 8)	14686551	755594
10 Interest on line 9 using prior year's actual return of <u>2.35</u> %	354887	18260
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 <u>6.18</u> % 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)	15041438	773854

Part III Funding Percentages		
14 Funding target attainment percentage	14	87.22 %
15 Adjusted funding target attainment percentage	15	87.22 %
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	86.18 %
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
09/13/2013	855000	0			
			Totals ►	18(b)	855000
				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	763603
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
(4) 4th	0	

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1325000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	25770619	7497104	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	8822104	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	8062368	0	8062368
36 Additional cash requirement (line 34 minus line 35)	36	759736	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	763603	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3867	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

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

A Name of plan COLFAX CORPORATION CONSOLIDATED RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 036
C Plan sponsor's name as shown on line 2a of Form 5500 COLFAX CORPORATION	D Employer Identification Number (EIN) 54-1887631

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)

SEI INVESTMENTS COMPANY

23-1707341

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 17 21 24 28 36 38 50 52 62 64 70	NONE	1164468	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

TRANSAMERICA

39-0989781

(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?
13 53	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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.	

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>COLFAX CORPORATION CONSOLIDATED RETIREMENT PLAN</u>	B Three-digit plan number (PN) <u>036</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>COLFAX CORPORATION</u>	D Employer Identification Number (EIN) <u>54-1887631</u>

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

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SEI OPPORTUNITY COLLECTIVE FUND</u>		
b Name of sponsor of entity listed in (a): <u>SEI TRUST COMPANY</u>		
c EIN-PN <u>51-6567688-015</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SEI SPECIAL SITUATIONS COLLECT. FND</u>		
b Name of sponsor of entity listed in (a): <u>SEI TRUST COMPANY</u>		
c EIN-PN <u>27-0977453-038</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SEI STRUCTURED CREDIT COLLECT. FUND</u>		
b Name of sponsor of entity listed in (a): <u>SEI TRUST COMPANY</u>		
c EIN-PN <u>75-3251893-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10839115</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB CIS NON-LONG CREDIT INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>MELLON BANK N.A.</u>		
c EIN-PN <u>25-6078093-290</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>127505502</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV STOCK INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>MELLON BANK N.A.</u>		
c EIN-PN <u>25-6078093-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>89292988</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PE US SMALL-MID CAP VALUE EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>MELLON BANK N.A.</u>		
c EIN-PN <u>41-2227528-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18909018</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB NCML INTERNATIONAL FUND</u>		
b Name of sponsor of entity listed in (a): <u>MELLON BANK N.A.</u>		
c EIN-PN <u>25-6078093-108</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>37322914</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: [EB TEMPORARY INVESTMENT FUND](#)**b** Name of sponsor of entity listed in (a): [MELLON BANK N.A.](#)

c EIN-PN 25-6078093-023	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2643902
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: [PE US SMALL-MID CAP GROWTH EQUITY](#)**b** Name of sponsor of entity listed in (a): [MELLON BANK N.A.](#)

c EIN-PN 64-0953231-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18761682
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE: [EB LONG TERM GOVT BIF](#)**b** Name of sponsor of entity listed in (a): [MELLON BANK N.A.](#)

c EIN-PN 25-6078093-063	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: [EB EMERGING MARKETS CORE FUND](#)**b** Name of sponsor of entity listed in (a): [MELLON BANK N.A.](#)

c EIN-PN 25-6078093-308	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15579047
--	--	--

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 COLFAX CORPORATION CONSOLIDATED RETIREMENT PLAN	B Three-digit plan number (PN) ►	036
C Plan sponsor's name as shown on line 2a of Form 5500 COLFAX CORPORATION	D Employer Identification Number (EIN) 54-1887631	

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1530000	1260000
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	247485	28441089
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts.....	1c(9)	36203036	320854169
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	151510378	979
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	834596	827545
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	190325495	351383782

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	190325495	351383782
---	-----------	-----------	-----------

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)	855000	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		855000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	30	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		30
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2987478	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2987478
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	180707482	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	180555494	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		151988
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	2359005	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2359005

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4460816
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		16411602
c Other income.....	2c		22796
d Total income. Add all income amounts in column (b) and enter total.....	2d		27248715

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15208349	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		15208349
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	234390	
(3) Investment advisory and management fees	2i(3)	936822	
(4) Other	2i(4)	130151	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1301363
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		16509712

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		10739003
l Transfers of assets:			
(1) To this plan.....	2l(1)		150319284
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: ARONSON LLC

(2) EIN: 37-1611326

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan COLFAX CORPORATION CONSOLIDATED RETIREMENT PLAN				B Three-digit plan number (PN) ▶	036
C Plan sponsor's name as shown on line 2a of Form 5500 COLFAX CORPORATION				D Employer Identification Number (EIN) 54-1887631	
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): 23-1707341 39-0989781					
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	2
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2012 v. 120126					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 48.0% Investment-Grade Debt: 21.0% High-Yield Debt: 8.0% Real Estate: 0.0% Other: 23.0%

- 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):

**COLFAX CORPORATION CONSOLIDATED
RETIREMENT PLAN**

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Colfax Corporation Consolidated Retirement Plan

Table of Contents

	Page
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 - 16
Supplemental Schedules	
Schedule of Assets (Held at End of Year)	17
Schedule of Reportable Transactions	18 - 23



805 King Farm Boulevard
Suite 300
Rockville, Maryland 20850

☎ 301.231.6200
☎ 301.231.7630
www.aronsonllc.com
info@aronsonllc.com

Independent Auditor's Report

Retirement Plan Committee
Colfax Corporation Consolidated Retirement Plan
Fulton, Maryland

We were engaged to audit the accompanying financial statements of **Colfax Corporation Consolidated Retirement Plan** (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of 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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by SEI Private Trust Company, the trustee of the Plan from January 1, 2011 through October 25, 2012 and custodian of the Plan from October 26, 2012 through December 31, 2012; The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan from October 26, 2012 through December 31, 2012; and Transamerica Life Insurance Company, the insurance company of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustees, custodian and insurance company hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from SEI Private Trust Company

-1-

Independent Auditor's Report (Continued)

and Transamerica Life Insurance Company as of and for the years ended December 31, 2012 and 2011 and The Bank of New York Mellon/BNY Mellon, N.A as of and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustees, custodian and insurance company is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedules of Assets (Held at End of Year) as of December 31, 2012 and Reportable Transactions for the year then ended, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, custodian and insurance company, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Aronson LLC
Rockville, Maryland
October 7, 2013

Colfax Corporation Consolidated Retirement Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2012	2011
Assets		
Investments, at fair value	\$ 321,682,693	\$ 188,548,010
Employer contributions receivable	1,260,000	1,530,000
Accrued income receivable	1,552	247,485
<u>Due from broker for investments sold</u>	<u>28,439,537</u>	<u>-</u>
Net assets available for benefits	\$ 351,383,782	\$ 190,325,495

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Colfax Corporation Consolidated Retirement Plan

Statements of Changes in Net Assets Available for Benefits

<i>Years Ended December 31,</i>	2012	2011
Additions		
Investment income (loss)		
Interest and dividend income	\$ 3,012,660	\$ 2,455,604
Net appreciation (depreciation) in fair value of investments	23,381,055	(2,091,749)
Total investment income	26,393,715	363,855
Employer contributions	855,000	940,000
Total additions	27,248,715	1,303,855
Deductions		
Benefits paid to participants	15,208,349	6,741,310
Administrative expenses	1,301,363	637,148
Total deductions	16,509,712	7,378,458
Net increase (decrease) before transfers	10,739,003	(6,074,603)
Transfers in from:		
The ESAB-Howden Pension Plan	150,319,284	-
Retirement Plan for Power Transmission Employees of Imo Industries, Inc.	-	99,033,855
Warren Pumps LLC Pension Plan for Hourly Rated Employees - Local Number 81250	-	5,806,273
Total transfers in	150,319,284	104,840,128
Net increase	161,058,287	98,765,525
Net assets available for benefits		
Beginning of plan year	190,325,495	91,559,970
End of plan year	\$ 351,383,782	\$ 190,325,495

The accompanying Notes to Financial Statements are an integral part of these financial statements.

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

-
1. **Description of the Plan** The following description of the Colfax Corporation Consolidated Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. Imo Industries Inc., and Warren Pumps LLC are indirect wholly owned subsidiaries of Colfax Corporation (the "Company") which serves as the Plan sponsor. Effective January 13, 2012, the Company acquired The ESAB Group, Inc. and Howden North America Inc., which operate as indirectly wholly owned subsidiaries of the Company.

General: The Plan is a noncontributory defined benefit plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 31, 1999, the Plan was frozen, therefore no additional benefits accrue for participants and new employees are not eligible to participate in the Plan.

Effective December 31, 2011, the Retirement Plan for Power Transmission Employees of Imo Industries Inc. (the "Power Transmission Plan") and the Warren Pumps LLC Pension Plan for Hourly Rated Employees - Local Number 81250 (the "Warren Pumps Plan") were merged into the Plan. The pension funds, including all related assets and liabilities, maintained on behalf of the Power Transmission Plan and the Warren Pumps Plan were merged into the pension fund maintained on behalf of the Plan effective December 31, 2011. The Power Transmission Plan and the Warren Pumps Plan were frozen prior to the merger. Therefore, no additional benefits accrue for participants and new employees are not eligible to participate in the Power Transmission Plan and Warren Pumps Plan. Effective with the merger, the Plan was amended and restated to incorporate necessary provisions of the Power Transmission Plan and Warren Pumps Plan and the Plan name was changed to the Colfax Corporation Consolidated Retirement Plan.

Effective December 31, 2012, the ESAB-Howden Pension Plan was merged into the Plan. The pension fund, including all related assets and liabilities, maintained on behalf of the ESAB-Howden Pension Plan was merged into the pension fund maintained on behalf of the Plan effective December 31, 2012. The ESAB-Howden Pension Plan was frozen prior to the merger. Therefore, no additional benefits accrue for participants and new employees are not eligible to participate in the ESAB-Howden Pension Plan.

Pension benefits: The Plan provides for normal retirement benefits upon reaching age 65 and has provisions for early, deferred, and disability benefits for those participants who are eligible to receive such benefits. Benefits are determined under the Plan based on a final average salary formula or a flat dollar benefit multiplied by years of service.

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

Vesting: Participants become 100 percent vested at the earlier of completion of five years of vesting service, or attainment of normal retirement age of 65.

Payment of benefits: A vested participant who terminates for any reason other than retirement, disability, or death is entitled to the monthly vested termination benefit beginning on his/her normal retirement date in the amount of his/her accrued benefit. Participants may elect to receive their distributions, subject to certain plan provisions, in the form of an annuity or a lump-sum payment. In the absence of an election in writing to the contrary, married participants will receive benefits in the form of an automatic joint and contingent annuity and single participants will receive benefits in the form of a life annuity. If the participant's accrued benefit is less than \$5,000, the participant is paid a lump-sum payment as soon as practicable after his/her termination date. If the participant's accrued benefit is less than \$5,000 but greater than \$1,000, the lump-sum payment will be made as a direct rollover to an eligible retirement plan specified by the participant or to an individual retirement plan account.

Administrative expenses: The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying Statements of Changes in Net Assets Available for Benefits.

2. Significant accounting policies

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

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. See Note 4 for a discussion of fair value measurements.

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

Payment of benefits: Benefits are recorded when paid.

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

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

Subsequent events: The Plan has evaluated subsequent events for disclosure in these financial statements through October 7, 2013, which is the date the financial statements were available to be issued.

3. Certified information

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, SEI Private Trust Company, the trustee of the Plan from January 1, 2011 through October 25, 2012 and custodian of the Plan from October 26, 2012 through December 31, 2012; The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan from October 26, 2012 through December 31, 2012; and Transamerica Life Insurance Company, the insurance company of the Plan, have certified as to the completeness and accuracy of all investment balances and related investment activity reflected in the accompanying financial statements and supplemental schedules, summarized as follows:

	<u>2012</u>	<u>2011</u>
Total investments	\$ 321,682,693	\$ 188,548,010
Interest and dividend income	\$ 3,012,660	\$ 2,455,604
Net appreciation (depreciation) in fair value of investments		
Mutual funds	18,922,598	(1,679,484)
Collective investment trust funds	4,458,457	(412,265)
Total investment income	\$ 26,393,715	\$ 363,855

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

At December 31, 2012 and 2011, the individual investments that represented five percent or more of the Plan's net assets were as follows:

	<u>2012</u>	<u>2011</u>
PE US Small-Mid Cap Value Equity Fund	\$ 18,909,019	*
PE US Small-Mid Cap Growth Equity Fund	18,761,682	*
EB CIS Non-SL Long Credit Index Fund	127,505,501	*
DV Stock Index Fund	89,292,988	*
EB NCML International Equity Fund	37,322,915	*
SEI Opportunity Collective Fund	*	27,164,668
SEI Large Cap Disciplined Equity Fund	*	50,572,038
SEI Small/Mid Cap Equity Fund	*	10,632,711
SEI World Equity Ex-US Fund	*	29,400,374
SEI Long Duration Fund	*	30,362,578
SEI High Yield Bond Fund	*	15,258,263

* Indicates investments did not exceed five percent of net assets at this date.

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

4. **Fair value measurements** The Plan reports its assets at fair value based on a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2. Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived 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 or liability's 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.

The valuation methodologies used for assets measured at fair value are described below. There have been no changes in the methodologies used at December 31, 2012 and 2011.

The fair value of the shares of mutual funds owned by the Plan is based on quoted net asset values on the last business day of the Plan year.

The fair value of collective investment trust funds is based on the net asset value ("NAV") on the last business day of the Plan year provided by the entity holding the trust funds. The NAV of the collective investment trust funds is used as a practical expedient to estimate fair value and is determined by SEI Private Trust Company and The Bank of New York Mellon/BNY Mellon N.A based on the fair value of the underlying assets in the trusts, less their liabilities.

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

The fair value of the fixed dollar account is valued by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Fair value approximates cost.

Money market funds are reported at cost, which approximates fair value.

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

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

The following table summarizes, by level within the fair value hierarchy, the Plan's assets stated at fair value for the periods presented:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Collective investment trust funds:				
Equity US	\$ -	\$ 126,963,689	\$ -	\$ 126,963,689
Equity international	-	52,901,962	-	52,901,962
Fixed income	-	127,505,501	-	127,505,501
Cash equivalent	-	2,643,902	-	2,643,902
Structured credit	-	10,839,115	-	10,839,115
Total collective investment trust funds	-	320,854,169	-	320,854,169
Fixed dollar account - fixed income	-	827,545	-	827,545
Money market account	979	-	-	979
Total assets at fair value	\$ 979	\$ 321,681,714	\$ -	\$ 321,682,693

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity	\$ 60,905,255	\$ -	\$ -	\$ 60,905,255
Fixed income	90,605,123	-	-	90,605,123
Total mutual funds	151,510,378	-	-	151,510,378
Collective investment trust funds - other	-	36,203,036	-	36,203,036
Fixed dollar account - fixed income	-	834,596	-	834,596
Total assets at fair value	\$151,510,378	\$ 37,037,632	\$ -	\$ 188,548,010

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

The investment objective of the equity US collective investment trust funds is to seek growth of capital through common stocks and other equity securities generally traded on a major United States exchange. Equity international collective investment trust funds seek growth of capital through common stocks and their equivalents for foreign corporations, including corporations in emerging markets. The investment objective of the fixed income collective investment trust fund is to track the performance and risk characteristics of the Barclays Capital U.S. Long Credit Bond Index. The cash equivalent collective investment trust fund seeks the preservation of capital and the maintenance of liquidity. The structured credit collective investment trust fund seeks to generate returns through investing in collateralized debt obligations. The investment objective of the other collective investment trust funds is to provide the opportunity for investors to participate in various private investment funds, many of which will pursue alternative investment strategies.

The Plan's investment in the SEI Special Situations Collective Investment Trust Fund was subject to an initial 24 month lock up period. Further, redemption of the Plan's investments in the SEI Special Situations Collective Investment Trust Fund and SEI Opportunity Collective Fund may have been subject to certain restrictions, including specific redemption dates, withdrawal limits and an amount held in escrow until the completion of the annual audit. The Plan's ability to redeem the amounts held in the SEI Special Situations Collective Investment Trust Fund and SEI Opportunity Collective Fund was not impacted by these restrictions and the investments were sold on December 31, 2012. A portion of the proceeds from the sales was subject to the escrow described above and was released subsequent to the completion of the funds' annual audits.

The investment in the SEI Structured Credit Collective Trust Fund has an initial 24 month lock-up period. Subsequent to the lock up period, the investment can be redeemed at the current NAV based on the fair value of the underlying assets as of the last business day of a calendar quarter. A total withdrawal by the Plan may result in ten percent of the value of the investments being held in an escrow until the completion of the SEI Structured Credit Collective Trust Fund's annual audit. There are no other withdrawal limits, redemption frequency limits or redemption notice periods in the remaining collective investment trust funds held by the Plan. There were no unfunded commitments for any collective investment trust funds as of December 31, 2012 and 2011.

There were no transfers between level 1, level 2, or level 3 investments during the years ended December 31, 2012 and 2011.

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

-
5. **Risks and uncertainties** The Plan provides for investments in various securities that are exposed to 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 future statements of net assets available for benefits.
- Plan contributions are made and the actuarial present value of accumulated plan benefits are 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.
6. **Annuity contract** The Plan maintains an annuity contract in a Fixed Dollar Account Fund under a contract with Transamerica Life Insurance Company ("Transamerica"). Transamerica maintains the assets of this investment in an allocated fund which was credited with interest rates of 1.75 percent and 3.00 percent during the years ended December 31, 2012 and 2011, respectively. Interest rates are declared annually.
7. **Actuarial present value of accumulated plan benefits** Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' highest average compensation during any consecutive 60-month period of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years ending as of the date the plan was frozen. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. A summary of the actuarial present value of accumulated plan benefits as of January 1, 2012, is shown below:

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

Vested benefits	
Participants currently receiving payments	\$ 124,038,310
Other participants	51,684,280

Total vested benefits	175,722,590
-----------------------	-------------

Nonvested benefits	368,863
--------------------	---------

Total actuarial present value of accumulated plan benefits	\$ 176,091,453
---	-----------------------

The change in the actuarial present value of accumulated plan benefits is as follows:

Actuarial present value of accumulated plan benefits, beginning of period	\$ 81,372,794
---	---------------

Increase for interest as a result of the decrease in the discount period	6,435,176
Benefits paid to participants	(6,741,310)
Benefits accumulated and gains and losses	(468,369)
Increase due to merger of Power Transmission Plan	90,005,707
Increase due to merger of Warren Pumps Plan	5,487,455

Net increase	94,718,659
---------------------	-------------------

Actuarial present value of accumulated plan benefits, end of period	\$ 176,091,453
--	-----------------------

The actuarial present value of accumulated plan benefits 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 for events such as death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

Actuarial determinations are performed by an independent actuary. The significant actuarial assumptions used were (a) life expectancy of participants (the RP-2000 projected to 2015 for annuitants and to 2023 for non-annuitants was used), (b) retirement age assumptions (the assumed average retirement age for the Plan was from age 55 to 65, except for Warren Pumps Plan participants for which the assumed average retirement age was 65), (c) investment return (8.25 percent used in 2012 and 2011), and (d) expenses (which were assumed to be \$1,325,000 during 2012 and \$625,000 in 2011).

The above valuation is as of January 1, 2012; therefore, the amounts do not reflect the merger which occurred effective December 31, 2012 (see Note 12).

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.

- 8. Funding policy** Each year, the Plan's actuary determines the contributions necessary to provide the benefits of the Plan and meet the minimum funding standards required by law. The Company's contributions for the years ended December 31, 2012 and 2011 exceeded the minimum funding requirements of ERISA.
- 9. Party-in-interest transactions** Certain Plan investments are managed by affiliates of SEI Private Trust Company, The Bank of New York Mellon/BNY Mellon N.A., and Transamerica Life Insurance Company. SEI Private Trust Company, The Bank of New York Mellon, and Transamerica Life Insurance Company are the trustees, custodian and insurance company as defined by the Plan. The Plan pays fees to SEI Private Trust Company and Transamerica Life Insurance Company for administrative and investment management services which are recorded with administrative expenses. During 2012 and 2011, the Plan paid a total of \$1,187,264 and \$526,319, respectively, for these services. These transactions qualify as exempt party-in-interest transactions.

Colfax Corporation Consolidated Retirement Plan

Notes to Financial Statements

-
- 10. Plan termination** Although it has not expressed any intent 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 of ERISA and its related regulations. Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefits Guaranty Corporation ("PBGC") at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guarantee while other benefits may not be provided for at all.
- 11. Tax status** Subsequent to December 31, 2012, the Plan received a determination letter regarding the consolidated Plan document. The Internal Revenue Service has determined and informed the Plan administrator by letter dated August 26, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). 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 analyzed the tax positions taken by the Plan, and as of December 31, 2012 and 2011, there is no financial impact related to uncertain tax positions.
- 12. Merger** The actuarial present value of accumulated plan benefits presented in Note 7 does not reflect the merger of the ESAB-Howden Pension Plan that was effective December 31, 2012. The estimated actuarial present value of accumulated plan benefits for the ESAB-Howden Pension Plan at December 31, 2012 totaled \$144,588,789.

Colfax Corporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

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

December 31, 2012

	(b)	(c)		(e)
	Identity of Issue, Borrower	Description of Investment		Current
(a)	Lessor or Similar Party	Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	Value
* <u>The Bank of New York Mellon/BNY Mellon, N.A.:</u>				
	PE US Small-Mid Cap Value Equity Fund	Collective Investment Trust Fund	\$ 17,357,893	\$ 18,909,019
	PE US Small-Mid Cap Growth Equity Fund	Collective Investment Trust Fund	16,821,193	18,761,682
	EB Temporary Investment Fund	Collective Investment Trust Fund	2,643,902	2,643,902
	EB CIS Non-SL Long Credit Index Fund	Collective Investment Trust Fund	119,561,625	127,505,501
	DV Stock Index Fund	Collective Investment Trust Fund	82,048,622	89,292,988
	EB NCML International Equity Fund	Collective Investment Trust Fund	35,372,407	37,322,915
	EB Emerging Markets Core Fund	Collective Investment Trust Fund	15,056,063	15,579,047
* <u>SEI Private Trust Company:</u>				
	Prime Obligation Fund	Money Market Fund	979	979
	SEI Structured Credit Collective Fund	Collective Investment Trust Fund	9,500,000	10,839,115
* <u>Transamerica Life Insurance and Annuity Company:</u>				
	Fixed Dollar Account Fund	Guaranteed Investment Contract	827,545	827,545
Total			\$299,190,229	\$ 321,682,693

* A party-in-interest as defined by ERISA.

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)
Category (I) and (III) – single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:								
* SEI Private Trust Company:								
* SEI Global Managed Volatility Fund								
Single transactions								
	Purchase	\$ 10,865,443	\$ -	\$ -	-	\$ 10,865,443	\$ 10,865,443	\$ -
	Purchase	10,796,294	-	-	-	10,796,294	10,796,294	-
	Sale	-	21,422,190	-	-	19,758,504	21,422,190	1,663,686
Aggregate transactions								
	Purchases	23,728,632	-	-	-	23,728,632	23,728,632	-
	Sales	-	25,548,174	-	-	23,728,632	25,548,174	1,819,542
* SEI Core Fixed Income Fund								
Aggregate transactions								
	Purchases	154,139	-	-	-	154,139	154,139	-
	Sales	-	9,614,526	-	-	9,309,696	9,614,526	304,830
* SEI Emerging Markets Debt Fund								
Aggregate transactions								
	Purchases	2,158,793	-	-	-	2,158,793	2,158,793	-
	Sales	-	8,881,647	-	-	7,763,647	8,881,647	1,118,000

Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:

* SEI Private Trust Company:

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f)		(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)
					Expense Incurred with Transaction	Cost of Asset		
Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:								
* SEI Prime Obligation Fund								
	Single transactions							
	Purchase	51,608,009	-	-	-	-	51,608,009	-
	Purchase	107,036,331	-	-	-	-	107,036,331	-
	Sale	-	51,614,310	-	-	-	51,614,310	-
	Sale	-	107,036,331	-	-	-	107,036,331	-
	Aggregate transactions							
	Purchases	171,208,461	-	-	-	-	171,208,461	-
	Sales	-	171,207,482	-	-	-	171,207,482	-
* SEI High Yield Bond Fund								
	Single transactions							
	Sale	-	9,804,676	-	-	-	9,804,676	817,634
	Aggregate transactions							
	Purchases	1,707,352	-	-	-	-	1,707,352	-
	Sales	-	17,865,129	-	-	-	17,865,129	1,302,019
* SEI Small/Mid Cap Equity Fund								
	Single transactions							
	Sale	-	14,000,938	-	-	-	14,000,938	2,049,851
	Aggregate transactions							
	Purchases	5,080,528	-	-	-	-	5,080,528	-
	Sales	-	17,036,182	-	-	-	17,036,182	2,532,805

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Selling price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on the Transaction Date	Net Gain or (Loss)
* SEI US Managed Volatility Fund								
	Single transactions							
	Sale	-	14,411,066	-	-	13,541,559	14,411,066	869,507
	Aggregate transactions							
	Purchases	16,227,441	-	-	-	16,227,441	16,227,441	-
	Sales	-	17,184,609	-	-	16,227,441	17,184,609	957,168
* SEI World Equity Ex-US Fund								
	Single transactions							
	Sale	-	24,285,491	-	-	23,984,539	24,285,491	300,952
	Aggregate transactions							
	Purchases	4,574,527	-	-	-	4,574,527	4,574,527	-
	Sales	-	37,855,902	-	-	38,110,783	37,855,902	(254,881)
* SEI Long Duration Fund								
	Single transactions							
	Sale	-	41,803,333	-	-	33,466,371	41,803,333	8,336,962
	Aggregate transactions							
	Purchases	13,525,788	-	-	-	13,525,788	13,525,788	-
	Sales	-	47,130,634	-	-	37,872,384	47,130,634	9,258,250

Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction		(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)

Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:

*** SEI Large Cap Disciplined Equity Fund**

Single transactions								
	Sale	-	14,664,251	-	-	-	14,664,251	598,633
	Sale	-	14,450,600	-	-	-	14,450,600	1,602,275
	Sale	-	25,563,604	-	-	-	25,563,604	2,876,060
Aggregate transactions								
	Purchases	4,106,065	-	-	-	-	4,106,065	-
	Sales	-	60,704,286	-	-	-	60,704,286	5,633,343

*** SEI Opportunity Collective Fund**

Single transactions								
	Sale	-	18,595,341	-	-	-	18,595,341	(1,606,728)
Aggregate transactions								
	Purchases	-	-	-	-	-	-	-
	Sales	-	28,095,341	-	-	-	28,095,341	(2,704,659)

*** SEI Special Situations Collective Fund**

Single transactions								
	Sale	-	9,844,197	-	-	-	9,844,197	808,197
Aggregate transactions								
	Purchases	-	-	-	-	-	-	-
	Sales	-	9,844,197	-	-	-	9,844,197	808,197

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Selling price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on the Transaction Date	Net Gain or (Loss)
* PE US Small-Mid Cap Value Equity Fund								
	Aggregate transactions	9,539,559	-	-	-	9,539,559	9,539,559	-
	Purchases	-	70,600	-	-	68,543	70,600	2,057
	Sales	-	-	-	-	-	-	-
* PE US Small-Mid Cap Growth Equity Fund								
	Aggregate transactions	9,564,559	-	-	-	9,564,559	9,564,559	-
	Purchases	-	130,100	-	-	126,317	130,100	3,783
	Sales	-	-	-	-	-	-	-
* EB CIS Non-SL Long Credit Index Fund								
	Single transactions	62,436,912	-	-	-	62,436,912	62,436,912	-
	Purchase	-	-	-	-	-	-	-
	Aggregate transactions	66,588,508	-	-	-	66,588,508	66,588,508	-
	Purchases	-	166,800	-	-	168,782	166,800	(1,982)
	Sales	-	-	-	-	-	-	-

Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:

* The Bank of New York Mellon/BNY Mellon, N.A.:

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)
Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:								
* DV Stock Index Fund								
	Single transactions							
	Purchase	43,111,199	-	-	-	43,111,199	43,111,199	-
	Aggregate transactions							
	Purchases	46,076,200	-	-	-	46,076,200	46,076,200	-
	Sales	-	448,201	-	-	438,887	448,201	9,314
* EB NCML International Equity Fund								
	Single transactions							
	Purchase	17,839,118	-	-	-	17,839,118	17,839,118	-
	Aggregate transactions							
	Purchases	18,939,118	-	-	-	18,939,118	18,939,118	-
	Sales	-	353,000	-	-	341,320	353,000	11,680
* EB Temporary Investment Fund								
	Single transactions							
	Purchase	51,614,310	-	-	-	51,614,310	51,614,310	-
	Sale	-	43,111,199	-	-	43,111,199	43,111,199	-
	Aggregate transactions							
	Purchases	54,594,598	-	-	-	54,594,598	54,594,598	-
	Sales	-	53,092,796	-	-	53,092,796	53,092,796	-

*A party-in-interest as defined by ERISA.

Refer to accompanying Independent Auditor's Report.

Colfax Corporation Consolidated Retirement Plan
EIN: 54-1887631 Plan: 036
Attachment to the 2012 Form 5500 Schedule SB

Schedule SB, line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service										Total Number
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	0	1	0	0	0	0	0	1
35-39	0	0	0	2	6	0	0	0	0	0	8
40-44	0	0	0	0	2	2	1	0	0	0	5
45-49	0	0	0	1	7	9	1	3	0	0	21
50-54	0	0	0	3	5	11	3	35	0	0	57
55-59	0	0	0	2	3	8	7	27	4	2	53
60-64	0	0	0	1	1	7	9	13	7	4	42
65-69	0	0	0	0	0	0	0	1	1	1	3
70 & Over	0	0	0	0	0	0	1	0	0	0	1
Total	0	0	0	9	25	37	22	79	12	7	191

Average Age:
54.75

Average Service:
29.57

of Males:
175

of Females:
16

Schedule SB, Part V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Interest Rates:

Target Interest Rate:

<i>Segment 1:</i>	5.54% per year, compounded annually.
<i>Segment 2:</i>	6.85% per year, compounded annually.
<i>Segment 3:</i>	7.52% per year, compounded annually.
<i>Effective Rate:</i>	6.89% per year, compounded annually.

FASB ASC 960 Interest Rate:

8.25% per year, compounded annually.

Mortality:

Target Liability:

IRS 2012 Static Mortality Table.

SFAS 35:

RP-2000 projected to 2015 for annuitants and to 2023 for non-annuitants.

Withdrawal:

Participants are assumed to terminate employment for reasons other than death, disability, or retirement in accordance with annual rates varying by age. The following table illustrates the assumed number of such terminations per year:

Years of Service	Age 25	Age 40	Age 55
< 1	20.0%	20.0%	20.0%
1-2	15.0%	15.0%	15.0%
2-3	10.0%	10.0%	10.0%
> 3	13.2%	6.3%	2.2%

Disability:

Legacy Power Transmission and Salaried:

Rates vary by age. Sample rates are as follows:

<u>Age</u>	<u>Rate</u>
25	0.1%
40	0.2%
55	0.9%

Legacy Warren Pumps:

The 1952 Disability Study of the Society of Actuaries, Period 2, Benefit 5 rates were used.

Schedule SB, Part V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Assumed Retirement Age:

Legacy Power Transmission and Salaried:

Rates vary by age. Sample rates are as follows:

<u>Age</u>	<u>Rate</u>
55	7.0%
62	20.0%
65	100.0%

Legacy Warren Pumps:

Participants are assumed to retire at age 65.

Expenses:

Expenses are assumed to be \$1,325,000 during 2012.

Survivor's Benefit:

It is assumed that husbands are three years older than wives and that 80% of the male Participants and 80% of the female Participants who are or will become eligible for coverage under the Survivor's Benefit will be survived by an eligible survivor.

Asset Valuation Method:

Recognition of gains and losses above or below the assumed rate of return over a two-year period, adjusted, if necessary, to remain no greater than 110% of market value, nor less than 90% of market value. The assumed rate of return for each year is the lesser of 8.25% and the third segment rate of the IRS Spot Segment Rate Table in effect for each year.

Changes since the Prior Valuation:

The changes to the segment rates used to calculate the target liability are as follows: from 3.78% to 5.54% for the first five years, from 6.31% to 6.85% for the next 15 years, from 6.57% to 7.52% for all years thereafter.

The mortality table was changed from the IRS 2011 Static Mortality Table to the IRS 2012 Static Mortality Table.

The assumed plan expenses were increased from \$625,000 to \$1,325,000 to reflect additional expenses due to a merger of plans at December 31, 2011.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)
Category (I) and (III) – single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:								
* SEI Private Trust Company:								
* SEI Global Managed Volatility Fund								
Single transactions								
	Purchase	\$ 10,865,443	\$ -	\$ -	-	\$ 10,865,443	\$ 10,865,443	\$ -
	Purchase	10,796,294	-	-	-	10,796,294	10,796,294	-
	Sale	-	21,422,190	-	-	19,758,504	21,422,190	1,663,686
Aggregate transactions								
	Purchases	23,728,632	-	-	-	23,728,632	23,728,632	-
	Sales	-	25,548,174	-	-	23,728,632	25,548,174	1,819,542
* SEI Core Fixed Income Fund								
Aggregate transactions								
	Purchases	154,139	-	-	-	154,139	154,139	-
	Sales	-	9,614,526	-	-	9,309,696	9,614,526	304,830
* SEI Emerging Markets Debt Fund								
Aggregate transactions								
	Purchases	2,158,793	-	-	-	2,158,793	2,158,793	-
	Sales	-	8,881,647	-	-	7,763,647	8,881,647	1,118,000

Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:

* SEI Private Trust Company:

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)
Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:								
* SEI Prime Obligation Fund								
	Single transactions							
	Purchase	51,608,009	-	-	-	51,608,009	51,608,009	-
	Purchase	107,036,331	-	-	-	107,036,331	107,036,331	-
	Sale	-	51,614,310	-	-	51,614,310	51,614,310	-
	Sale	-	107,036,331	-	-	107,036,331	107,036,331	-
	Aggregate transactions							
	Purchases	171,208,461	-	-	-	171,208,461	171,208,461	-
	Sales	-	171,207,482	-	-	171,207,482	171,207,482	-
* SEI High Yield Bond Fund								
	Single transactions							
	Sale	-	9,804,676	-	-	8,987,042	9,804,676	817,634
	Aggregate transactions							
	Purchases	1,707,352	-	-	-	1,707,352	1,707,352	-
	Sales	-	17,865,129	-	-	16,563,110	17,865,129	1,302,019
* SEI Small/Mid Cap Equity Fund								
	Single transactions							
	Sale	-	14,000,938	-	-	11,951,087	14,000,938	2,049,851
	Aggregate transactions							
	Purchases	5,080,528	-	-	-	5,080,528	5,080,528	-
	Sales	-	17,036,182	-	-	14,503,377	17,036,182	2,532,805

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)
Category (I) and (III) – single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:								
* SEI US Managed Volatility Fund								
	Single transactions							
	Sale	-	14,411,066	-	-	13,541,559	14,411,066	869,507
	Aggregate transactions							
	Purchases	16,227,441	-	-	-	16,227,441	16,227,441	-
	Sales	-	17,184,609	-	-	16,227,441	17,184,609	957,168
* SEI World Equity Ex-US Fund								
	Single transactions							
	Sale	-	24,285,491	-	-	23,984,539	24,285,491	300,952
	Aggregate transactions							
	Purchases	4,574,527	-	-	-	4,574,527	4,574,527	-
	Sales	-	37,855,902	-	-	38,110,783	37,855,902	(254,881)
* SEI Long Duration Fund								
	Single transactions							
	Sale	-	41,803,333	-	-	33,466,371	41,803,333	8,336,962
	Aggregate transactions							
	Purchases	13,525,788	-	-	-	13,525,788	13,525,788	-
	Sales	-	47,130,634	-	-	37,872,384	47,130,634	9,258,250

Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction		(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)

Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:

*** SEI Large Cap Disciplined Equity Fund**

Single transactions								
	Sale	-	14,664,251	-	-	-	14,664,251	598,633
	Sale	-	14,450,600	-	-	-	14,450,600	1,602,275
	Sale	-	25,563,604	-	-	-	25,563,604	2,876,060
Aggregate transactions								
	Purchases	4,106,065	-	-	-	-	4,106,065	-
	Sales	-	60,704,286	-	-	-	60,704,286	5,633,343

*** SEI Opportunity Collective Fund**

Single transactions								
	Sale	-	18,595,341	-	-	-	18,595,341	(1,606,728)
Aggregate transactions								
	Purchases	-	-	-	-	-	-	-
	Sales	-	28,095,341	-	-	-	28,095,341	(2,704,659)

*** SEI Special Situations Collective Fund**

Single transactions								
	Sale	-	9,844,197	-	-	-	9,844,197	808,197
Aggregate transactions								
	Purchases	-	-	-	-	-	-	-
	Sales	-	9,844,197	-	-	-	9,844,197	808,197

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on the Transaction Date	(i) Net Gain or Net Loss
Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:								
* The Bank of New York Mellon/BNY Mellon, N.A.:								
* PE US Small-Mid Cap Value Equity Fund								
	Aggregate transactions	9,539,559	-	-	-	9,539,559	9,539,559	-
	Purchases	-	70,600	-	-	68,543	70,600	2,057
	Sales	-	-	-	-	-	-	-
* PE US Small-Mid Cap Growth Equity Fund								
	Aggregate transactions	9,564,559	-	-	-	9,564,559	9,564,559	-
	Purchases	-	130,100	-	-	126,317	130,100	3,783
	Sales	-	-	-	-	-	-	-
* EB CIS Non-SL Long Credit Index Fund								
	Single transactions	62,436,912	-	-	-	62,436,912	62,436,912	-
	Purchase	-	-	-	-	-	-	-
	Aggregate transactions	66,588,508	-	-	-	66,588,508	66,588,508	-
	Purchases	-	166,800	-	-	168,782	166,800	(1,982)
	Sales	-	-	-	-	-	-	-

Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:

* The Bank of New York Mellon/BNY Mellon, N.A.:

Refer to accompanying Independent Auditor's Report.

Colfax Coporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

Schedule H, Line 4j - Schedule of Reportable Transactions (Continued)

Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on the Transaction Date	(i) Net Gain or (Loss)
Category (I) and (III) - single transaction(s) in excess of 5% of plan assets and all remaining transactions of the same issue:								
* DV Stock Index Fund								
	Single transactions							
	Purchase	43,111,199	-	-	-	43,111,199	43,111,199	-
	Aggregate transactions							
	Purchases	46,076,200	-	-	-	46,076,200	46,076,200	-
	Sales	-	448,201	-	-	438,887	448,201	9,314
* EB NCML International Equity Fund								
	Single transactions							
	Purchase	17,839,118	-	-	-	17,839,118	17,839,118	-
	Aggregate transactions							
	Purchases	18,939,118	-	-	-	18,939,118	18,939,118	-
	Sales	-	353,000	-	-	341,320	353,000	11,680
* EB Temporary Investment Fund								
	Single transactions							
	Purchase	51,614,310	-	-	-	51,614,310	51,614,310	-
	Sale	-	43,111,199	-	-	43,111,199	43,111,199	-
	Aggregate transactions							
	Purchases	54,594,598	-	-	-	54,594,598	54,594,598	-
	Sales	-	53,092,796	-	-	53,092,796	53,092,796	-

*A party-in-interest as defined by ERISA.

Refer to accompanying Independent Auditor's Report.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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 Colfax Corporation Consolidated Retirement Plan		B Three-digit plan number (PN) ▶ 036
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Colfax Corporation		D Employer Identification Number (EIN) 54-1887631
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>			
2 Assets:			
a Market value		2a	190305975
b Actuarial value		2b	191840202
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	3762	139709648
b For terminated vested participants	3b	2592	50809379
c For active participants:			
(1) Non-vested benefits	3c(1)		420013
(2) Vested benefits	3c(2)		10856489
(3) Total active	3c(3)	191	11276502
d Total	3d	6545	201795529
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.89%
6 Target normal cost		6	1325000

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	Brian D. Evitts <i>BDE</i>	10/08/2013
Signature of actuary		Date
BRIAN D. EVITTS		1105995
Type or print name of actuary		Most recent enrollment number
THE SAVITZ ORGANIZATION		215-587-0700
Firm name		Telephone number (including area code)
1845 WALNUT STREET, 14TH FLOOR		
PHILADELPHIA PA 19103		
Address of the firm		

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

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

Schedule SB (Form 5500) 2012
v. 120126

(b) Prefunding balance

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52%
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1325000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	25770619	7497104	
b Waiver amortization installment.....	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	8822104	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	8062368	0	8062368
36 Additional cash requirement (line 34 minus line 35).....	36	759736	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	763603	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3867	
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		

Colfax Corporation Consolidated Retirement Plan

EIN: 54-1887631 Plan: 036

Attachment to the 2012 Form 5500 Schedule SB

Schedule SB, line 19 - Discounted Employer Contributions

<u>Date of Contribution</u>	<u>Amount of Contribution</u>	<u>Applicable Plan Year</u>	<u>Effective Interest Rate</u>	<u>Rate for Late Quarterly Installments</u>	<u>Interest- Adjusted Contribution</u>
9/13/2013	\$ 855,000	2012	6.89%	N/A	\$ 763,603

Colfax Corporation Consolidated Retirement Plan
EIN: 54-1887631 Plan: 036
Attachment to the 2012 Form 5500 Schedule SB

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

<u>Age</u>	<u>Count</u>	<u>Ret. Rate</u>	<u># Ret</u>	
55	1000.000	7.00%	70.000	3850.000
56	930.000	7.00%	65.100	3645.600
57	864.900	6.50%	56.219	3204.455
58	808.682	5.00%	40.434	2345.176
59	768.247	6.00%	46.095	2719.596
60	722.153	7.00%	50.551	3033.041
61	671.602	7.50%	50.370	3072.579
62	621.232	20.00%	124.246	7703.274
63	496.985	14.00%	69.578	4383.411
64	427.407	15.00%	64.111	4103.112
65	363.296	100.00%	363.296	23614.262

Average Retirement Age	61.675
------------------------	--------

Colfax Corporation Consolidated Retirement Plan

EIN: 54-1887631 Plan: 036

Attachment to the 2012 Form 5500 Schedule SB

Schedule SB, line 24 - Change in Actuarial Assumptions

The assumed plan expenses were increased from \$625,000 to \$1,325,000 to reflect additional expenses due to a merger of plans at December 31, 2011.

Colfax Corporation Consolidated Retirement Plan
EIN: 54-1887631 Plan: 036
Attachment to the 2012 Form 5500 Schedule SB

Schedule SB, line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service										Total Number
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	0	1	0	0	0	0	0	1
35-39	0	0	0	2	6	0	0	0	0	0	8
40-44	0	0	0	0	2	2	1	0	0	0	5
45-49	0	0	0	1	7	9	1	3	0	0	21
50-54	0	0	0	3	5	11	3	35	0	0	57
55-59	0	0	0	2	3	8	7	27	4	2	53
60-64	0	0	0	1	1	7	9	13	7	4	42
65-69	0	0	0	0	0	0	0	1	1	1	3
70 & Over	0	0	0	0	0	0	1	0	0	0	1
Total	0	0	0	9	25	37	22	79	12	7	191

Average Age:
54.75

Average Service:
29.57

of Males:
175

of Females:
16

Colfax Corporation Consolidated Retirement Plan
EIN: 54-1887631 Plan: 036
Attachment to the 2012 Form 5500 Schedule SB

Schedule SB, line 32 - Schedule of Amortization Bases

<u>Base Type</u>	<u>Date Established</u>	<u>Present Value of Remaining Installments</u>	<u>Remaining Amortization Period (Years)</u>	<u>Amortization Installment</u>
Shortfall	1/1/2012	\$ (22,800,796)	7.000	\$ (3,869,856)
Shortfall	1/1/2011	13,156,614	6.000	2,520,461
Shortfall	1/1/2010	31,250,431	5.000	6,941,580
Shortfall	1/1/2009	(5,455,640)	4.000	(1,476,123)
Shortfall	1/1/2008	9,620,010	3.000	3,381,042
Total		<u>\$ 25,770,619</u>		<u>\$ 7,497,104</u>

Schedule SB, Part V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Interest Rates:

Target Interest Rate:

<i>Segment 1:</i>	5.54% per year, compounded annually.
<i>Segment 2:</i>	6.85% per year, compounded annually.
<i>Segment 3:</i>	7.52% per year, compounded annually.
<i>Effective Rate:</i>	6.89% per year, compounded annually.

FASB ASC 960 Interest Rate:

8.25% per year, compounded annually.

Mortality:

Target Liability:

IRS 2012 Static Mortality Table.

SFAS 35:

RP-2000 projected to 2015 for annuitants and to 2023 for non-annuitants.

Withdrawal:

Participants are assumed to terminate employment for reasons other than death, disability, or retirement in accordance with annual rates varying by age. The following table illustrates the assumed number of such terminations per year:

Years of Service	Age 25	Age 40	Age 55
< 1	20.0%	20.0%	20.0%
1-2	15.0%	15.0%	15.0%
2-3	10.0%	10.0%	10.0%
> 3	13.2%	6.3%	2.2%

Disability:

Legacy Power Transmission and Salaried:

Rates vary by age. Sample rates are as follows:

<u>Age</u>	<u>Rate</u>
25	0.1%
40	0.2%
55	0.9%

Legacy Warren Pumps:

The 1952 Disability Study of the Society of Actuaries, Period 2, Benefit 5 rates were used.

Schedule SB, Part V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Assumed Retirement Age:

Legacy Power Transmission and Salaried:

Rates vary by age. Sample rates are as follows:

<u>Age</u>	<u>Rate</u>
55	7.0%
62	20.0%
65	100.0%

Legacy Warren Pumps:

Participants are assumed to retire at age 65.

Expenses:

Expenses are assumed to be \$1,325,000 during 2012.

Survivor's Benefit:

It is assumed that husbands are three years older than wives and that 80% of the male Participants and 80% of the female Participants who are or will become eligible for coverage under the Survivor's Benefit will be survived by an eligible survivor.

Asset Valuation Method:

Recognition of gains and losses above or below the assumed rate of return over a two-year period, adjusted, if necessary, to remain no greater than 110% of market value, nor less than 90% of market value. The assumed rate of return for each year is the lesser of 8.25% and the third segment rate of the IRS Spot Segment Rate Table in effect for each year.

Changes since the Prior Valuation:

The changes to the segment rates used to calculate the target liability are as follows: from 3.78% to 5.54% for the first five years, from 6.31% to 6.85% for the next 15 years, from 6.57% to 7.52% for all years thereafter.

The mortality table was changed from the IRS 2011 Static Mortality Table to the IRS 2012 Static Mortality Table.

The assumed plan expenses were increased from \$625,000 to \$1,325,000 to reflect additional expenses due to a merger of plans at December 31, 2011.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

Covered Employees

As of December 31, 2001 a plan spin-off of employees from the Retirement Plan for Salaried U.S. Employees of Imo Industries Inc. and Affiliates occurred.

Eligibility

Age 21 and one year of service.

Salary

January 1 salary rate, plus bonuses and overtime. Annual compensation is limited by the limit under Includable Compensation under IRC 401 (a)(17).

Final Average Salary

Average of highest five consecutive salaries out of last ten years.

Monthly pension benefit

A participant's accrued monthly pension benefit shall be the sum of base and excess portions for each year of services from date of plan entry.

<u>Period of Service</u>	<u>Base</u>	<u>Excess</u>
Tier 1, first 25 years	0.85% of pay	0.65% of pay above Covered Comp.
Tier 2, next 10 years	0.40% of pay	0.40% of pay above Covered Comp.

Boston Gear Charlotte employees receive a 1.15% base percentage for Tier 1 Service.

As of January 31, 1999, no further benefits will accrue. Active employees at time received a benefit enhancement equal to 20% of the Base benefit.

Minimum Benefit

\$16.50 per month for each year of service from the later of date of hire and date of division acquisition.

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of ten years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced for prior to Normal Retirement Date as follows:

For active members with age plus years of service greater than 75, early retirement reduction factors are split between the Base and Excess portions of the current benefit formula. Reduction of base benefit is 3% from age 65. Reduction of excess benefit is the maximum early retirement factors from the IRS permitted disparity rules.

For active members age 55 with ten years of service who are not eligible under the Rule of 75, the entire benefit is reduced by IRS maximum integration factors.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service and salary to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attainment of age 65.

Benefit

Monthly pension benefit determined as of termination, date reduced actuarially for payment before Normal Retirement Date.

Death Benefits

Eligibility

Completion of five years of service.

Benefit

If eligible for early retirement, 50% of member's accrued benefit as of date of death. Actuarially reduced if surviving spouse if more than three years younger than member.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Forms of Payment

Normal form

Life annuity; or if married, an actuarially equivalent 50% joint and survivor annuity.

Optional forms

50%, 66 2/3%, or 100% joint and contingent survivor, five-, ten-, or 15-year period certain, Social Security level income option with early retirement.

Florence Distribution Center

Eligibility

All hourly employees participate.

Monthly pension benefit

Effective January 1, 1993, the monthly pension benefit was equal to \$15.00 per month for each year of service to a maximum of 35 years.

In no event will a participant's retirement benefit exceed the limits set forth in the Internal Revenue Code Section 415.

As of January 31, 1999, no further benefits will accrue. Active employees as of that date will receive a 20% increase in benefits.

Normal Retirement Pension:

Eligibility

Later of age 65 and the fifth anniversary of plan participation.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of ten years of service.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service and salary to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Death Benefits

Eligibility

Vested and married at date of death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of service.

Benefit

Monthly pension benefit is payable immediately and is based on service at time of disability.

Forms of Payment

Normal form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence; life annuity if single.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Optional forms

50%, 66 2/3%, or 100% joint and contingent survivor, five-, ten-, or 15-year period certain, Social Security level income option with early retirement.

Fincor Division

Eligibility

All hourly employees participate.

Monthly pension benefit

Effective January 1, 1993, the monthly pension benefit was equal to \$12.00 per month for each year of service to a maximum of 30 years.

In no event will a participant's retirement benefit exceed the limits set forth in the Internal Revenue Code Section 415.

As of January 31, 1999, no further benefits will accrue. Active employees as of that date will receive a 20% increase in benefits.

Normal Retirement Pension:

Eligibility

Later of age 65 and the fifth anniversary of plan participation.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 60 and completion of 15 years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service and salary to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Death Benefits

Eligibility

Vested and married at date of death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of service.

Benefit

Monthly pension benefit is payable immediately and is based on service at time of disability.

Forms of Payment

Normal form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence; life annuity if single.

Optional forms

50%, 66 2/3%, or 100% joint and contingent survivor, five-, ten-, or 15-year period certain, Social Security level income option with early retirement.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

(Legacy Power Transmission)
Hourly Paid Employees of Imo Industries Inc.
Local 6061, AFL-CIO (Delroyd)

Eligibility

Employed in Bargaining Unit.

Monthly pension benefit

Monthly pension benefit is equal to the benefit multiplier based upon termination period times years and fractional years of continuous service.

History of Benefit Multipliers

<u>Termination Period</u>	<u>Benefit Multiplier</u>
After December 1, 1992	\$24.00
September 9, 1991 - September 30, 1992	21.00
September 9, 1990 - September 8, 1991	20.00
September 9, 1989 - September 8, 1990	19.00
September 6, 1986 - September 8, 1989	17.76
September 10, 1985 - September 5, 1986	17.00
September 10, 1983 - September 9, 1985	16.00
September 7, 1982 - September 9, 1983	15.00
September 7, 1981 - September 6, 1982	14.00
September 7, 1980 - September 6, 1981	13.00

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Later of age 55 or the date age plus service equals 75.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 4% per year of payment before age 62.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attaining age 65.

Benefit

Monthly pension benefit determined as of termination date payable without reduction at age 62.

Death Benefits

Eligibility

Vested and married for one year prior to death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.
Actuarially reduced as if the 50% joint and survivor option were elected.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of continuous service.

Benefit

\$300 per month until member's Normal Retirement date, at which time the member will receive a Normal Retirement Benefit based upon service through the last day of employment.

Forms of Payment

Normal form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence;
life annuity if single.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)
Warner Electric in Wichita Falls, Texas

Eligibility

Each employee who was a Participant of Lodge No. 776 of the International Association of Machinery and Aerospace Workers Union is automatically eligible. Any other employee becomes eligible on the date on which he first performs an Hour of Service.

Monthly pension benefit

Effective January 1, 1999 the monthly pension benefit is equal to \$19.00 per month for all Credited Service after August 14, 1986 and \$15.56 per month for all Credited Service earned before that date.

Credited Service

(1) All full and fractional years of service since August 14, 1986 while employed on an hourly basis at the Wichita Clutch plant, Industrial Power Transmission Division, Dana Corporation, plus

(2) All full year and fractional years of past service ending on August 13, 1986 only for Employees with less than ten years of vesting service under the Prior Plan as of August 13, 1986.

Service since August 14, 1986 is earned in accordance with the following schedule:

<u>Hours of Service in Plan Year</u>	<u>Months of Credited Service</u>
Less than 680	0
Exactly 680	4
681 - 850	5
851 - 1,020	6
1,020 - 1,190	7
1,191 - 1,360	8
1,361 - 1,530	9
1,531 - 1,700	10
1,701 - 1,800	11
1,801 and over	12

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Early Retirement Pension

Eligibility

Attainment of age 60 and completion of ten years of Credited Service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before age 65.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of termination date reduced by 0.5% for each full month of payment before age 65.

Death Benefits

Eligibility

Vested and married at date of death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of service prior to age 65.

Benefit

The monthly pension benefit determined at date of disability shall be 10% greater than the early retirement benefit. In no event shall the benefit exceed the unreduced monthly pension benefit. For a covered employee whose disability pension is effective before he attains age 55, the amount shall be computed as if he were 55. The benefit shall commence no sooner than the seventh month of disability.

Forms of Payment

Normal form

Life annuity; or if married, a 50% joint and survivor annuity.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Supplemental Benefit

Supplemental Benefits provided to certain employees with benefit amounts as follows:

<u>Employee</u>	<u>Normal Ret. Date</u>	<u>Amount of Supplement</u>
Coy Cox	Dec-89	\$191.12
Robert Grantom	Sep-94	191.12
Tom Hall	Jun-91	152.64
Jerry Loudamy	Oct-04	80.00
D.J. Sheppard	Dec-07	76.01
Arnold Petersen	Mar-95	56.38
Willie Goolsby	Aug-16	41.86
Gary Land	Apr-20	27.79
A.G. Walton	Dec-18	27.49
Doug Arnold	Jul-07	25.25
Marcus McAdoo	Jan-01	11.66

The supplement will be reduced should any of these employees retire before their normal retirement date. (Currently, the amount of the reduction is 0.5% for each month an employee is younger than 65 at retirement.) Also, surviving spouses will not be entitled to any portion of a supplement.

Medicare Benefit

Eligibility

Retiree or surviving spouse receiving normal, early, or disability (but not deferred vested) retirement who is age 65 or over or otherwise eligible for Medicare, Part B.

Benefit

\$20.00 per month after age 65, or earlier eligibility for Medicare, Part B.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)
Warner Electric in Roscoe and South Beloit, IL

Eligibility

Each employee who are members of United Steelworkers of America, Local Union No. 3245 and employed at the South Beloit or Roscoe, Illinois plants.

Monthly pension benefit

The Monthly Unit times years of Credited Service:

- 1) \$25.00 for terminations between January 30, 1998 and January 31, 1999
- 2) \$27.50 for terminations between February 1, 1999 and January 30, 2000
- 3) \$28.75 for terminations between January 31, 2000 and January 28, 2001
- 4) \$30.00 for terminations between January 29, 2001 and January 25, 2004
- 5) \$31.00 for terminations on or after January 26, 2004.

Credited Service

- (1) All full and fractional years of service since last date of hire computed to the nearest one-tenth year.
- (2) If employee has worked more than 60 days and less than two years, a break in service occurs when absence from work equals length of service.
- (3) Employees with two or more years of service may be absent two years without a break in service longer if the reason for absence is military, paternity or maternity leave.
- (4) Vested employees who become re-employed following a break in service accrue Credited Service from before and after the break.

Normal Retirement Pension:

Eligibility

Attainment of age 62 and completion of five years of Credited Service.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 57 and completion of five years of Credited Service.

Benefit

Monthly pension benefit determined as of early retirement date reduced according to the following schedule:

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

<u>Age</u>	<u>Early Retirement Factor</u>
57	0.6968
58	0.7458
59	0.7998
60	0.8597
61	0.926
62	1

Providing the pension benefit, including to the Surviving Spouse, will be unreduced for employees retiring on or after age 57 with 30 or more years of Credited Service.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of termination date reduced according to the schedule of fa for early retirement.

Survivor Benefits

Eligibility

Former and active vested employees and retirees who have elected the Normal Form of the Survivor Benefit.

Benefit

1) Active Vested and Terminated Vested Employees Eligible for Early and Normal Retirement:

Monthly Survivor Benefit shall be equal to 50% of the Accrued Benefit the employee would have received had he retired the day before his death. Benefit payment begins on the first day of the month following the date of death.

2) Retirement Employees:

Monthly Survivor Benefit equal to the percentage of benefit that the retiree has elected assuming a and Survivor Option was chosen. Benefit payment begins on the first day of the month following the date of death.

3) Active Vested and Terminated Vested Employees Not Eligible for Normal or Early Retirement:

Monthly Survivor Benefit shall be equal to 50% of the monthly benefit to which the employee would have been entitled had he terminated on the earlier of his termination date or date of death, survive early retirement date and had begun receiving benefits that day, and died the next day. Benefit payment begins on early retirement date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Reduction

Pension Benefit of retiree is reduced actuarially for Survivor Benefit Option.

Disability Benefits

Eligibility

Completion of five years of Credited Service prior to age 62.

Benefit

The monthly pension benefit determined at date of disability shall be the greater of \$300.00 or the Accrued Benefit at date of disability, payable only after six consecutive months of disability. At age 62, the benefit will be redetermined to be the normal retirement benefit.

Forms of Payment

Normal form

Life annuity; or if married, a 100% joint and survivor annuity.

Lump Sum

Participants who have attained at least age 57 with 30+ years of service may elect a lump sum.

Supplemental Benefit

None.

Medicare Benefit

None.

Warner Electric in Warren, Michigan

Eligibility

Each employee who was a member of the Warren, Michigan facility is automatically eligible. Other employees become eligible on the day on which they first perform an Hour of Service. Employees hired on or after December 3, 2001 are not eligible to participate.

Monthly pension benefit

Effective January 1, 1999, the monthly pension benefit is equal to \$32.50 times years of Credited Service.

Credited Service

On or after January 1, 1996, 1/12 a year of Credited Service will be granted for each month an Employee:

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

- 1) Is on the active payroll and has at least an Hour of Service;
- 2) Is on an approved sick leave of absence because of occupational injury or disease incurred in the course of his employment with the Company;
- 3) Is on an approved leave of absence because of maternity, union business, Peace Corps, or military service.

Credited service is only granted for the first five years of a continuous sick leave, and for four years in the armed forces; unless reemployment rights under federal law allow a longer time.

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 60 and completion of ten years of Credited Service; or between ages 55 and 60 and age plus Credited Service equaling 85 or more; or 30 years of Credited Service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by an early retirement factor for payment before age 62.

An early retirement benefit is recalculated at age 62 and one month without the early retirement percentage if retiring from active employment with either 30+ years of Credited Service or age plus Credited Service equals 85 or more.

Special Early Retirement

Eligibility

Actively employed within 12 months of plant closing and age 55 with ten or more years of Credited Service.

Benefit

Unreduced early retirement benefit plus a temporary benefit of \$28.00 per month for each year of Credited Service up to 25 years.

Early Retirement Supplement

Eligibility

Retirement before age 62 with 30 or more years of Credited Service (not available if pension service date is after January 1, 1991).

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

In lieu of the early retirement benefit, \$2,100 per month will be paid until age 62.

Interim Supplement

Eligibility

Retirement between ages 55 and 62 with less than 30 years of Credited Service (not available if pension service date is after January 1, 1991).

The interim supplement is paid based on age at retirement:

<u>Age</u>	<u>Monthly Amount per year of Credited Service</u>
55	\$14.83
56	\$17.45
57	\$20.57
58	\$24.09
59	\$27.48
60-62	\$31.75

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of termination date reduced by an early retirement factor for full month of payment before age 62.

Survivor Benefits

Eligibility

Vested and married at date of death.

Benefit

If eligible for early retirement or disabled (age 55 and older with ten years of Credited Service and receiving disability benefits), 60% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

None.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Forms of Payment

Normal Form

Life annuity; or if married, a 60% joint and survivor annuity.

Medicare Benefit

Eligibility

Retiree or surviving spouse receiving normal or early retirement, who is age 65 or over or otherwise eligible for Medicare, Part B.

Benefit

\$61.00 per month after age 65.

Ameridrives International Pension Fund for Hourly Employees
Represented by Local #3199-10 United Steelworkers

Eligibility

Immediate.

Monthly pension benefit

The greater of (a) or (b):

(a) 1% of Average Monthly Earnings (10 years, frozen as of 10/1/2001) times credited service up to years (only service until 10/1/2004 is counted).

(b) \$30.00 (increasing to \$31.50 effective October 1, 2002, \$33 effective October 1, 2003, and \$34 effective September 20, 2004) times credited service up to 45 years.

Normal Retirement Pension:

Eligibility

Later of age 65 and the fifth anniversary of plan participation.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 60 and completion of 15 years of service.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

For Employees who retire with at least 30 years of service, the 0.5% monthly deduction does not apply and a \$225 monthly supplement is payable at age 62.

Special Retirement Pension

Eligibility

70 point (age plus service) and ten years of service or 80 points provided that service is broken by permanent shutdown, layoff, or disability.

Benefit

Unreduced normal retirement pension plus a \$300 monthly supplement payable until the earlier of 62 or eligibility for Social Security disability benefits.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of termination date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Death Benefits

Eligibility

Married at date of death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

If the employee had attained age 50 with 15 years of service at death, the surviving spouse shall receive a benefit of at least \$100 per month.

Disability Benefit

Eligibility

Completion of 15 years of service.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

The unreduced monthly accrued normal retirement benefit that is payable immediately and is based on years of service at the time of disability.

Forms of Payment

Normal Form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence; ten year certain and continuous if single.

Special Payment

For those who retire under normal, early or special early retirement, an initial payment equal to 13 weeks of vacation pay will be made in lieu of the first three months of benefit payments.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Covered Employees

Employees at the Imo division and non-union, salaried employees of Warren Pumps who were Participants at January 31, 1999. No new Participants entered the Plan after January 31, 1999.

Eligibility

Age 21 and one year of service.

Salary

January 1 salary rate, plus bonuses and overtime. Annual compensation is limited by the limit under Includable Compensation under IRC 401 (a)(17).

Final Average Salary

Average of highest five consecutive salaries out of last ten years.

Monthly pension benefit

A participant's accrued monthly pension benefit shall be the sum of base and excess portions for each year of services from date of plan entry.

<u>Period of Service</u>	<u>Base</u>	<u>Excess</u>
Tier 1, first 25 years	1.15% of pay	0.65% of pay above Covered Comp.
Tier 2, next 10 years	0.40% of pay	0.40% of pay above Covered Comp.

As of January 31, 1999, no further benefits will accrue. Active employees at time received a benefit enhancement equal to 20% of the Base benefit.

Grandfathered Benefit

Sum of prior benefit formula for benefit service prior to December 31, 1988, adjusted for increased in final average compensation after that date, and current benefit formula for benefit service after December 31, 1988.

Minimum Benefit

\$16.00 for US Salaried, CEC Hourly, and Imo Pump Hourly. Benefit is per month for each year of service from the later of date of hire and date of division acquisition.

Transamerica Offset for US Salaried

Benefits payable under this plan are offset by the benefits which were accrued under the Transamerica Pension Plan as of December 31, 1986.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of ten years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced for prior to Normal Retirement Date as follows:

For active members with age plus years of service greater than 75, early retirement reduction factors are split between the Base and Excess portions of the current benefit formula. Reduction of base benefit is 3% from age 65. Reduction of excess benefit is the maximum early retirement factors from the IRS permitted disparity rules.

For active members age 55 with ten years of service who are not eligible under the Rule of 75, the entire benefit is reduced by IRS maximum integration factors.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service and salary to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attainment of age 65.

Benefit

Monthly pension benefit determined as of termination, date reduced actuarially for payment before Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Death Benefits

Eligibility

Completion of five years of service

Benefit

If eligible for early retirement, 50% of member's accrued benefit as of date of death. Actuarially reduced if surviving spouse if more than three years younger than member.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Forms of Payment

Normal form

Life annuity; or if married, an actuarially equivalent 50% joint and survivor annuity.

Optional forms

50%, 66 2/3%, or 100% joint and contingent survivor, five, ten, or 15 year period certain, Social Security level income option with early retirement.

Warren Pumps Salaried Employees

Eligibility

Each individual who is an Employee shall be considered a participant beginning with the first date of the coincident with or next following his becoming an Employee.

Employee

Any person actually employed by the Company who is

(1) customarily employed in the United States

(2) not included within a collective bargaining unit nor represented for collective bargaining by an labor organization.

Service

An employee's most recent period of uninterrupted service with the employer prior to Normal Retirement Date, or earlier termination of service, with no breaks in service. In calculating service, a participant shall receive one-twelfth of a year of service for each calendar month worked. Service before a break will be aggregated with post-break service under certain conditions. Service shall not be considered broken in the event of suspension not exceeding twelve months, authorized leave of absence or absence on military service.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

(Legacy Salaried)

Monthly Compensation

The amount of a Participant's monthly base compensation (exclusive of payments for shift premiums and all compensation for overtime work or other compensation in excess of the participant's regular salary rate) as of each January 1. Effective January 1, 1994, compensation may not exceed \$150,000, indexed in accordance with IRS regulations.

Average Monthly Compensation

Average monthly compensation as of each January 1, for the last five consecutive years of employment, not to exceed the monthly compensation as of January 1, 1992.

Monthly pension benefit

On or after October 1, 1992, a Participant's accrued monthly pension benefit shall be the sum of:

- (i) Post December 31, 1991 Benefit - 1.59% of the first \$1,450 of monthly compensation plus 2% of monthly compensation in excess of \$1,450 for each plan year beginning January 1, 1992; and
- (ii) Pre-January 1, 1992 Benefit - 1.59% of the first \$1,450 of average monthly compensation plus 2% of average monthly compensation in excess of \$1,450 for each year of service prior to January 1, 1992.

Notwithstanding the above, in no event shall any Participant's accrued monthly pension benefit be less than his accrued monthly pension on September 30, 1992.

As of January 31, 1999 no further benefits will accrue. Active employees as of that date will receive a 20% benefit enhancement.

Minimum = \$12 per month for each year of service.

Normal Retirement Pension

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of five years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by .5% for each month prior to Normal Retirement Date after age 60 plus .4% for each month prior to age 60. If a participant whose age and total service is at least 75 and who has at least 20 years of total service, the applicable reduction factors are .25% and .4167% respectively.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attainment of normal retirement age.

Benefit

Monthly pension benefit determined as of termination, payable at Normal Retirement Date, or a reduced benefit paid earlier if participant meets early retirement eligibility requirements.

Death Benefits

Eligibility

Completion of five years of service and had been married for at least one year at death.

Benefit

If the Participant dies prior to eligibility for early retirement, the life annuity to the spouse is calculated as if the Participant had survived to age 55, retired under the 50% joint and survivor form, and then died. The benefit commences on the first day of the month following the date the Participant would first have been eligible to retire, and is payable for the lifetime of the spouse.

If eligible for early retirement, the life annuity to the spouse is equal to 50% of the Participant's early retirement benefit as of date of death.

If the Participant dies after being retired for disability and after age 55, the life annuity to the spouse is calculated as if the Participant retired under the 50% joint and survivor form, and then died.

Disability Benefits

Eligibility

Completion of ten years of service, actively employed by the company and determined to be totally and permanently disabled.

Benefit

The monthly pension benefit reduced on account of retirement before age 65, but not less than \$12 per month for each year of service as of disability retirement date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Forms of Payment

Normal form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence;
5 year certain and continuous annuity if single.

Optional forms

Optional forms of payment are available and may be elected prior to retirement.

Hourly paid Employees of Imo Industries Inc.
Local 3355, AFL-CIO (Turbine)

Eligibility

Employed in Bargaining Unit.

Monthly pension benefit

Monthly pension benefit is equal to the benefit multiplier based upon termination period times
years and fractional years of continuous service.

History of Benefit Multipliers

<u>Termination Period</u>	<u>Benefit Multiplier</u>
After December 1, 1992	\$24.00
September 9, 1991 - September 30, 1992	21.00
September 9, 1990 - September 8, 1991	20.00
September 9, 1989 - September 8, 1990	19.00
September 6, 1986 - September 8, 1989	17.76
September 10, 1985 - September 5, 1986	17.00
September 10, 1983 - September 9, 1985	16.00
September 7, 1982 - September 9, 1983	15.00
September 7, 1981 - September 6, 1982	14.00
September 7, 1980 - September 6, 1981	13.00

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Early Retirement Pension

Eligibility

Later of age 55 or the date plus full years of continuous service equals 75.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 4% per year of payment before age 62.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attaining age 65.

Benefit

Monthly pension benefit determined as of termination date payable without reduction at age 62.

Death Benefits

Eligibility

Vested and married for one year prior to death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death. Actuarially reduced as if the 50% joint and survivor option were elected.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of continuous service.

Benefit

\$300 per month until member's Normal Retirement date, at which time the member will receive a Normal Retirement Benefit based upon service through the last day of employment.

Forms of Payment

Normal form

Life annuity.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Warren Pumps)

Eligibility

Members of I.U.E AFL-CIO Local 250 who are employed by Warren Pumps Inc. become participants as of date of hire.

Vesting Service

One year for each 1,000 hour calendar year of employment.

Benefit Service

For benefit calculation purposes, each calendar year in which an employee has 1,700 or more hours of service shall be counted as one year of service. If an employee's total hours of service during a calendar year are less than 1,700 he shall receive prorata credit determined by dividing his total hour of service for such calendar year by 1,700.

Monthly pension benefit

The monthly pension benefit is \$26.00 for each year of benefit service if an employee retires on or after January 1, 1999, excluding any period during which the employee was eligible to participate in the former plan and did not participate by electing not to make contributions. Benefits will cease to accrue after January 31, 2000.

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of ten years of Benefit Service.

Benefit

Monthly pension benefit determined as of early retirement date multiplied by an early retirement adjustment factor from the following table:

Age	Factor
65	1.000
64	0.912
63	0.834
62	0.765
61	0.703
60	0.647
59	0.597
58	0.552
57	0.511
56	0.474
55	0.440

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Warren Pumps)

If the Participant whose benefit age and total benefit service is at least 75 and has at least 20 years total service, the early retirement adjustment factor is 100% minus:

- (i) 0.25% for each month of benefit payment after age 60, plus
- (ii) 0.4167% for each month of benefit payments prior to age 60.

Vested Retirement Pension

Eligibility

Completion of five years of service or attainment of normal retirement age.

Benefit

Monthly pension benefit determined as of termination, payable at Normal Retirement Date, or a reduced benefit paid earlier if participant meets early retirement eligibility requirements.

Death Benefits

Eligibility

Completion of five years of service and had been married for at least one year at death.

Benefit

If the Participant dies prior to eligibility for early retirement, the life annuity to the spouse is calculated as if the Participant had survived to age 55, retired under the 50% joint and survivor form and then died. The benefit commences on the first day of the month following the date the Participant would first have been eligible to retire, and is payable for the lifetime of the spouse.

If eligible for early retirement, the life annuity to the spouse is equal to 50% of the Participant's early retirement benefit as of date of death.

If the Participant dies after being retired for disability and after age 55, the life annuity to the spouse is calculated as if the Participant retired under the 50% joint and survivor form, and then died.

Disability Benefits

Eligibility

Completion of ten years of service, actively employed by the company and determined to be totally and permanently disabled.

Benefit

Before age 55, the benefit is equal to the monthly pension benefit determined as of the date of disability.

On disability retirement after age 55, the benefit is calculated under the 50% joint survivor form.

Forms of Payment

Normal form

Life annuity; or if married, an actuarially equivalent 50% joint and survivor annuity.

Colfax Corporation Consolidated Retirement Plan

EIN: 54-1887631 Plan: 036

Attachment to the 2012 Form 5500 Schedule SB

Schedule SB, line 19 - Discounted Employer Contributions

<u>Date of Contribution</u>	<u>Amount of Contribution</u>	<u>Applicable Plan Year</u>	<u>Effective Interest Rate</u>	<u>Rate for Late Quarterly Installments</u>	<u>Interest- Adjusted Contribution</u>
9/13/2013	\$ 855,000	2012	6.89%	N/A	\$ 763,603

Colfax Corporation Consolidated Retirement Plan
EIN: 54-1887631 Plan: 036
Attachment to the 2012 Form 5500 Schedule SB

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

<u>Age</u>	<u>Count</u>	<u>Ret. Rate</u>	<u># Ret</u>	
55	1000.000	7.00%	70.000	3850.000
56	930.000	7.00%	65.100	3645.600
57	864.900	6.50%	56.219	3204.455
58	808.682	5.00%	40.434	2345.176
59	768.247	6.00%	46.095	2719.596
60	722.153	7.00%	50.551	3033.041
61	671.602	7.50%	50.370	3072.579
62	621.232	20.00%	124.246	7703.274
63	496.985	14.00%	69.578	4383.411
64	427.407	15.00%	64.111	4103.112
65	363.296	100.00%	363.296	23614.262
Average Retirement Age				61.675

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

Covered Employees

As of December 31, 2001 a plan spin-off of employees from the Retirement Plan for Salaried U.S. Employees of Imo Industries Inc. and Affiliates occurred.

Eligibility

Age 21 and one year of service.

Salary

January 1 salary rate, plus bonuses and overtime. Annual compensation is limited by the limit under Includable Compensation under IRC 401 (a)(17).

Final Average Salary

Average of highest five consecutive salaries out of last ten years.

Monthly pension benefit

A participant's accrued monthly pension benefit shall be the sum of base and excess portions for each year of services from date of plan entry.

<u>Period of Service</u>	<u>Base</u>	<u>Excess</u>
Tier 1, first 25 years	0.85% of pay	0.65% of pay above Covered Comp.
Tier 2, next 10 years	0.40% of pay	0.40% of pay above Covered Comp.

Boston Gear Charlotte employees receive a 1.15% base percentage for Tier 1 Service.

As of January 31, 1999, no further benefits will accrue. Active employees at time received a benefit enhancement equal to 20% of the Base benefit.

Minimum Benefit

\$16.50 per month for each year of service from the later of date of hire and date of division acquisition.

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of ten years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced for prior to Normal Retirement Date as follows:

For active members with age plus years of service greater than 75, early retirement reduction factors are split between the Base and Excess portions of the current benefit formula. Reduction of base benefit is 3% from age 65. Reduction of excess benefit is the maximum early retirement factors from the IRS permitted disparity rules.

For active members age 55 with ten years of service who are not eligible under the Rule of 75, the entire benefit is reduced by IRS maximum integration factors.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service and salary to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attainment of age 65.

Benefit

Monthly pension benefit determined as of termination, date reduced actuarially for payment before Normal Retirement Date.

Death Benefits

Eligibility

Completion of five years of service.

Benefit

If eligible for early retirement, 50% of member's accrued benefit as of date of death. Actuarially reduced if surviving spouse if more than three years younger than member.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Forms of Payment

Normal form

Life annuity; or if married, an actuarially equivalent 50% joint and survivor annuity.

Optional forms

50%, 66 2/3%, or 100% joint and contingent survivor, five-, ten-, or 15-year period certain, Social Security level income option with early retirement.

Florence Distribution Center

Eligibility

All hourly employees participate.

Monthly pension benefit

Effective January 1, 1993, the monthly pension benefit was equal to \$15.00 per month for each year of service to a maximum of 35 years.

In no event will a participant's retirement benefit exceed the limits set forth in the Internal Revenue Code Section 415.

As of January 31, 1999, no further benefits will accrue. Active employees as of that date will receive a 20% increase in benefits.

Normal Retirement Pension:

Eligibility

Later of age 65 and the fifth anniversary of plan participation.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of ten years of service.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service and salary to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Death Benefits

Eligibility

Vested and married at date of death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of service.

Benefit

Monthly pension benefit is payable immediately and is based on service at time of disability.

Forms of Payment

Normal form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence; life annuity if single.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Optional forms

50%, 66 2/3%, or 100% joint and contingent survivor, five-, ten-, or 15-year period certain, Social Security level income option with early retirement.

Fincor Division

Eligibility

All hourly employees participate.

Monthly pension benefit

Effective January 1, 1993, the monthly pension benefit was equal to \$12.00 per month for each year of service to a maximum of 30 years.

In no event will a participant's retirement benefit exceed the limits set forth in the Internal Revenue Code Section 415.

As of January 31, 1999, no further benefits will accrue. Active employees as of that date will receive a 20% increase in benefits.

Normal Retirement Pension:

Eligibility

Later of age 65 and the fifth anniversary of plan participation.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 60 and completion of 15 years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service and salary to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Death Benefits

Eligibility

Vested and married at date of death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of service.

Benefit

Monthly pension benefit is payable immediately and is based on service at time of disability.

Forms of Payment

Normal form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence; life annuity if single.

Optional forms

50%, 66 2/3%, or 100% joint and contingent survivor, five-, ten-, or 15-year period certain, Social Security level income option with early retirement.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

(Legacy Power Transmission)
Hourly Paid Employees of Imo Industries Inc.
Local 6061, AFL-CIO (Delroyd)

Eligibility

Employed in Bargaining Unit.

Monthly pension benefit

Monthly pension benefit is equal to the benefit multiplier based upon termination period times years and fractional years of continuous service.

History of Benefit Multipliers

<u>Termination Period</u>	<u>Benefit Multiplier</u>
After December 1, 1992	\$24.00
September 9, 1991 - September 30, 1992	21.00
September 9, 1990 - September 8, 1991	20.00
September 9, 1989 - September 8, 1990	19.00
September 6, 1986 - September 8, 1989	17.76
September 10, 1985 - September 5, 1986	17.00
September 10, 1983 - September 9, 1985	16.00
September 7, 1982 - September 9, 1983	15.00
September 7, 1981 - September 6, 1982	14.00
September 7, 1980 - September 6, 1981	13.00

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Later of age 55 or the date age plus service equals 75.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 4% per year of payment before age 62.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attaining age 65.

Benefit

Monthly pension benefit determined as of termination date payable without reduction at age 62.

Death Benefits

Eligibility

Vested and married for one year prior to death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.
Actuarially reduced as if the 50% joint and survivor option were elected.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of continuous service.

Benefit

\$300 per month until member's Normal Retirement date, at which time the member will receive a Normal Retirement Benefit based upon service through the last day of employment.

Forms of Payment

Normal form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence;
life annuity if single.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)
Warner Electric in Wichita Falls, Texas

Eligibility

Each employee who was a Participant of Lodge No. 776 of the International Association of Machinery and Aerospace Workers Union is automatically eligible. Any other employee becomes eligible on the date on which he first performs an Hour of Service.

Monthly pension benefit

Effective January 1, 1999 the monthly pension benefit is equal to \$19.00 per month for all Credited Service after August 14, 1986 and \$15.56 per month for all Credited Service earned before that date.

Credited Service

(1) All full and fractional years of service since August 14, 1986 while employed on an hourly basis at the Wichita Clutch plant, Industrial Power Transmission Division, Dana Corporation, plus

(2) All full year and fractional years of past service ending on August 13, 1986 only for Employees with less than ten years of vesting service under the Prior Plan as of August 13, 1986.

Service since August 14, 1986 is earned in accordance with the following schedule:

<u>Hours of Service in Plan Year</u>	<u>Months of Credited Service</u>
Less than 680	0
Exactly 680	4
681 - 850	5
851 - 1,020	6
1,020 - 1,190	7
1,191 - 1,360	8
1,361 - 1,530	9
1,531 - 1,700	10
1,701 - 1,800	11
1,801 and over	12

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Early Retirement Pension

Eligibility

Attainment of age 60 and completion of ten years of Credited Service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before age 65.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of termination date reduced by 0.5% for each full month of payment before age 65.

Death Benefits

Eligibility

Vested and married at date of death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of service prior to age 65.

Benefit

The monthly pension benefit determined at date of disability shall be 10% greater than the early retirement benefit. In no event shall the benefit exceed the unreduced monthly pension benefit. For a covered employee whose disability pension is effective before he attains age 55, the amount shall be computed as if he were 55. The benefit shall commence no sooner than the seventh month of disability.

Forms of Payment

Normal form

Life annuity; or if married, a 50% joint and survivor annuity.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Supplemental Benefit

Supplemental Benefits provided to certain employees with benefit amounts as follows:

<u>Employee</u>	<u>Normal Ret. Date</u>	<u>Amount of Supplement</u>
Coy Cox	Dec-89	\$191.12
Robert Grantom	Sep-94	191.12
Tom Hall	Jun-91	152.64
Jerry Loudamy	Oct-04	80.00
D.J. Sheppard	Dec-07	76.01
Arnold Petersen	Mar-95	56.38
Willie Goolsby	Aug-16	41.86
Gary Land	Apr-20	27.79
A.G. Walton	Dec-18	27.49
Doug Arnold	Jul-07	25.25
Marcus McAdoo	Jan-01	11.66

The supplement will be reduced should any of these employees retire before their normal retirement date. (Currently, the amount of the reduction is 0.5% for each month an employee is younger than 65 at retirement.) Also, surviving spouses will not be entitled to any portion of a supplement.

Medicare Benefit

Eligibility

Retiree or surviving spouse receiving normal, early, or disability (but not deferred vested) retiree who is age 65 or over or otherwise eligible for Medicare, Part B.

Benefit

\$20.00 per month after age 65, or earlier eligibility for Medicare, Part B.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)
Warner Electric in Roscoe and South Beloit, IL

Eligibility

Each employee who are members of United Steelworkers of America, Local Union No. 3245 and employed at the South Beloit or Roscoe, Illinois plants.

Monthly pension benefit

The Monthly Unit times years of Credited Service:

- 1) \$25.00 for terminations between January 30, 1998 and January 31, 1999
- 2) \$27.50 for terminations between February 1, 1999 and January 30, 2000
- 3) \$28.75 for terminations between January 31, 2000 and January 28, 2001
- 4) \$30.00 for terminations between January 29, 2001 and January 25, 2004
- 5) \$31.00 for terminations on or after January 26, 2004.

Credited Service

- (1) All full and fractional years of service since last date of hire computed to the nearest one-tenth year.
- (2) If employee has worked more than 60 days and less than two years, a break in service occurs when absence from work equals length of service.
- (3) Employees with two or more years of service may be absent two years without a break in service longer if the reason for absence is military, paternity or maternity leave.
- (4) Vested employees who become re-employed following a break in service accrue Credited Service from before and after the break.

Normal Retirement Pension:

Eligibility

Attainment of age 62 and completion of five years of Credited Service.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 57 and completion of five years of Credited Service.

Benefit

Monthly pension benefit determined as of early retirement date reduced according to the following schedule:

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

<u>Age</u>	<u>Early Retirement Factor</u>
57	0.6968
58	0.7458
59	0.7998
60	0.8597
61	0.926
62	1

Providing the pension benefit, including to the Surviving Spouse, will be unreduced for employees retiring on or after age 57 with 30 or more years of Credited Service.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of termination date reduced according to the schedule of fa for early retirement.

Survivor Benefits

Eligibility

Former and active vested employees and retirees who have elected the Normal Form of the Survivor Benefit.

Benefit

1) Active Vested and Terminated Vested Employees Eligible for Early and Normal Retirement:

Monthly Survivor Benefit shall be equal to 50% of the Accrued Benefit the employee would have received had he retired the day before his death. Benefit payment begins on the first day of the month following the date of death.

2) Retirement Employees:

Monthly Survivor Benefit equal to the percentage of benefit that the retiree has elected assuming a and Survivor Option was chosen. Benefit payment begins on the first day of the month following the date of death.

3) Active Vested and Terminated Vested Employees Not Eligible for Normal or Early Retirement:

Monthly Survivor Benefit shall be equal to 50% of the monthly benefit to which the employee would have been entitled had he terminated on the earlier of his termination date or date of death, survived early retirement date and had begun receiving benefits that day, and died the next day. Benefit payment begins on early retirement date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Reduction

Pension Benefit of retiree is reduced actuarially for Survivor Benefit Option.

Disability Benefits

Eligibility

Completion of five years of Credited Service prior to age 62.

Benefit

The monthly pension benefit determined at date of disability shall be the greater of \$300.00 or the Accrued Benefit at date of disability, payable only after six consecutive months of disability. At age 62, the benefit will be redetermined to be the normal retirement benefit.

Forms of Payment

Normal form

Life annuity; or if married, a 100% joint and survivor annuity.

Lump Sum

Participants who have attained at least age 57 with 30+ years of service may elect a lump sum.

Supplemental Benefit

None.

Medicare Benefit

None.

Warner Electric in Warren, Michigan

Eligibility

Each employee who was a member of the Warren, Michigan facility is automatically eligible. Other employees become eligible on the day on which they first perform an Hour of Service. Employees hired on or after December 3, 2001 are not eligible to participate.

Monthly pension benefit

Effective January 1, 1999, the monthly pension benefit is equal to \$32.50 times years of Credited Service.

Credited Service

On or after January 1, 1996, 1/12 a year of Credited Service will be granted for each month an Employee:

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

- 1) Is on the active payroll and has at least an Hour of Service;
- 2) Is on an approved sick leave of absence because of occupational injury or disease incurred in the course of his employment with the Company;
- 3) Is on an approved leave of absence because of maternity, union business, Peace Corps, or military service.

Credited service is only granted for the first five years of a continuous sick leave, and for four years in the armed forces; unless reemployment rights under federal law allow a longer time.

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 60 and completion of ten years of Credited Service; or between ages 55 and 60 and age plus Credited Service equaling 85 or more; or 30 years of Credited Service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by an early retirement factor for payment before age 62.

An early retirement benefit is recalculated at age 62 and one month without the early retirement percentage if retiring from active employment with either 30+ years of Credited Service or age plus Credited Service equals 85 or more.

Special Early Retirement

Eligibility

Actively employed within 12 months of plant closing and age 55 with ten or more years of Credited Service.

Benefit

Unreduced early retirement benefit plus a temporary benefit of \$28.00 per month for each year of Credited Service up to 25 years.

Early Retirement Supplement

Eligibility

Retirement before age 62 with 30 or more years of Credited Service (not available if pension service date is after January 1, 1991).

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

In lieu of the early retirement benefit, \$2,100 per month will be paid until age 62.

Interim Supplement

Eligibility

Retirement between ages 55 and 62 with less than 30 years of Credited Service (not available if pension service date is after January 1, 1991).

The interim supplement is paid based on age at retirement:

<u>Age</u>	<u>Monthly Amount per year of Credited Service</u>
55	\$14.83
56	\$17.45
57	\$20.57
58	\$24.09
59	\$27.48
60-62	\$31.75

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of termination date reduced by an early retirement factor for full month of payment before age 62.

Survivor Benefits

Eligibility

Vested and married at date of death.

Benefit

If eligible for early retirement or disabled (age 55 and older with ten years of Credited Service and receiving disability benefits), 60% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

None.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Forms of Payment

Normal Form

Life annuity; or if married, a 60% joint and survivor annuity.

Medicare Benefit

Eligibility

Retiree or surviving spouse receiving normal or early retirement, who is age 65 or over or otherwise eligible for Medicare, Part B.

Benefit

\$61.00 per month after age 65.

Ameridrives International Pension Fund for Hourly Employees
Represented by Local #3199-10 United Steelworkers

Eligibility

Immediate.

Monthly pension benefit

The greater of (a) or (b):

(a) 1% of Average Monthly Earnings (10 years, frozen as of 10/1/2001) times credited service up to years (only service until 10/1/2004 is counted).

(b) \$30.00 (increasing to \$31.50 effective October 1, 2002, \$33 effective October 1, 2003, and \$34 effective September 20, 2004) times credited service up to 45 years.

Normal Retirement Pension:

Eligibility

Later of age 65 and the fifth anniversary of plan participation.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 60 and completion of 15 years of service.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

Monthly pension benefit determined as of early retirement date reduced by 0.5% for each full month of payment before Normal Retirement Date.

For Employees who retire with at least 30 years of service, the 0.5% monthly deduction does not apply and a \$225 monthly supplement is payable at age 62.

Special Retirement Pension

Eligibility

70 point (age plus service) and ten years of service or 80 points provided that service is broken by permanent shutdown, layoff, or disability.

Benefit

Unreduced normal retirement pension plus a \$300 monthly supplement payable until the earlier of 62 or eligibility for Social Security disability benefits.

Vested Retirement Pension

Eligibility

Completion of five years of service.

Benefit

Monthly pension benefit determined as of termination date reduced by 0.5% for each full month of payment before Normal Retirement Date.

Death Benefits

Eligibility

Married at date of death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

If the employee had attained age 50 with 15 years of service at death, the surviving spouse shall receive a benefit of at least \$100 per month.

Disability Benefit

Eligibility

Completion of 15 years of service.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Power Transmission)

Benefit

The unreduced monthly accrued normal retirement benefit that is payable immediately and is based on years of service at the time of disability.

Forms of Payment

Normal Form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence; ten year certain and continuous if single.

Special Payment

For those who retire under normal, early or special early retirement, an initial payment equal to 13 weeks of vacation pay will be made in lieu of the first three months of benefit payments.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Covered Employees

Employees at the Imo division and non-union, salaried employees of Warren Pumps who were Participants at January 31, 1999. No new Participants entered the Plan after January 31, 1999.

Eligibility

Age 21 and one year of service.

Salary

January 1 salary rate, plus bonuses and overtime. Annual compensation is limited by the limit under Includable Compensation under IRC 401 (a)(17).

Final Average Salary

Average of highest five consecutive salaries out of last ten years.

Monthly pension benefit

A participant's accrued monthly pension benefit shall be the sum of base and excess portions for each year of services from date of plan entry.

<u>Period of Service</u>	<u>Base</u>	<u>Excess</u>
Tier 1, first 25 years	1.15% of pay	0.65% of pay above Covered Comp.
Tier 2, next 10 years	0.40% of pay	0.40% of pay above Covered Comp.

As of January 31, 1999, no further benefits will accrue. Active employees at time received a benefit enhancement equal to 20% of the Base benefit.

Grandfathered Benefit

Sum of prior benefit formula for benefit service prior to December 31, 1988, adjusted for increased in final average compensation after that date, and current benefit formula for benefit service after December 31, 1988.

Minimum Benefit

\$16.00 for US Salaried, CEC Hourly, and Imo Pump Hourly. Benefit is per month for each year of service from the later of date of hire and date of division acquisition.

Transamerica Offset for US Salaried

Benefits payable under this plan are offset by the benefits which were accrued under the Transamerica Pension Plan as of December 31, 1986.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of ten years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced for prior to Normal Retirement Date as follows:

For active members with age plus years of service greater than 75, early retirement reduction factors are split between the Base and Excess portions of the current benefit formula. Reduction of base benefit is 3% from age 65. Reduction of excess benefit is the maximum early retirement factors from the IRS permitted disparity rules.

For active members age 55 with ten years of service who are not eligible under the Rule of 75, the entire benefit is reduced by IRS maximum integration factors.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service and salary to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attainment of age 65.

Benefit

Monthly pension benefit determined as of termination, date reduced actuarially for payment before Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Death Benefits

Eligibility

Completion of five years of service

Benefit

If eligible for early retirement, 50% of member's accrued benefit as of date of death. Actuarially reduced if surviving spouse if more than three years younger than member.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Forms of Payment

Normal form

Life annuity; or if married, an actuarially equivalent 50% joint and survivor annuity.

Optional forms

50%, 66 2/3%, or 100% joint and contingent survivor, five, ten, or 15 year period certain, Social Security level income option with early retirement.

Warren Pumps Salaried Employees

Eligibility

Each individual who is an Employee shall be considered a participant beginning with the first date of the coincident with or next following his becoming an Employee.

Employee

Any person actually employed by the Company who is

(1) customarily employed in the United States

(2) not included within a collective bargaining unit nor represented for collective bargaining by an labor organization.

Service

An employee's most recent period of uninterrupted service with the employer prior to Normal Retirement Date, or earlier termination of service, with no breaks in service. In calculating service, a participant shall receive one-twelfth of a year of service for each calendar month worked. Service before a break will be aggregated with post-break service under certain conditions. Service shall not be considered broken in the event of suspension not exceeding twelve months, authorized leave of absence or absence on military service.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS

(Legacy Salaried)

Monthly Compensation

The amount of a Participant's monthly base compensation (exclusive of payments for shift premiums and all compensation for overtime work or other compensation in excess of the participant's regular salary rate) as of each January 1. Effective January 1, 1994, compensation may not exceed \$150,000, indexed in accordance with IRS regulations.

Average Monthly Compensation

Average monthly compensation as of each January 1, for the last five consecutive years of employment, not to exceed the monthly compensation as of January 1, 1992.

Monthly pension benefit

On or after October 1, 1992, a Participant's accrued monthly pension benefit shall be the sum of:

- (i) Post December 31, 1991 Benefit - 1.59% of the first \$1,450 of monthly compensation plus 2% of monthly compensation in excess of \$1,450 for each plan year beginning January 1, 1992; and
- (ii) Pre-January 1, 1992 Benefit - 1.59% of the first \$1,450 of average monthly compensation plus 2% of average monthly compensation in excess of \$1,450 for each year of service prior to January 1, 1992.

Notwithstanding the above, in no event shall any Participant's accrued monthly pension benefit be less than his accrued monthly pension on September 30, 1992.

As of January 31, 1999 no further benefits will accrue. Active employees as of that date will receive a 20% benefit enhancement.

Minimum = \$12 per month for each year of service.

Normal Retirement Pension

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of five years of service.

Benefit

Monthly pension benefit determined as of early retirement date reduced by .5% for each month prior to Normal Retirement Date after age 60 plus .4% for each month prior to age 60. If a participant whose age and total service is at least 75 and who has at least 20 years of total service, the applicable reduction factors are .25% and .4167% respectively.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attainment of normal retirement age.

Benefit

Monthly pension benefit determined as of termination, payable at Normal Retirement Date, or a reduced benefit paid earlier if participant meets early retirement eligibility requirements.

Death Benefits

Eligibility

Completion of five years of service and had been married for at least one year at death.

Benefit

If the Participant dies prior to eligibility for early retirement, the life annuity to the spouse is calculated as if the Participant had survived to age 55, retired under the 50% joint and survivor form, and then died. The benefit commences on the first day of the month following the date the Participant would first have been eligible to retire, and is payable for the lifetime of the spouse.

If eligible for early retirement, the life annuity to the spouse is equal to 50% of the Participant's early retirement benefit as of date of death.

If the Participant dies after being retired for disability and after age 55, the life annuity to the spouse is calculated as if the Participant retired under the 50% joint and survivor form, and then died.

Disability Benefits

Eligibility

Completion of ten years of service, actively employed by the company and determined to be totally and permanently disabled.

Benefit

The monthly pension benefit reduced on account of retirement before age 65, but not less than \$12 per month for each year of service as of disability retirement date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Forms of Payment

Normal form

Actuarially equivalent 50% joint and survivor annuity if married on date benefits commence;
5 year certain and continuous annuity if single.

Optional forms

Optional forms of payment are available and may be elected prior to retirement.

Hourly paid Employees of Imo Industries Inc.
Local 3355, AFL-CIO (Turbine)

Eligibility

Employed in Bargaining Unit.

Monthly pension benefit

Monthly pension benefit is equal to the benefit multiplier based upon termination period times
years and fractional years of continuous service.

History of Benefit Multipliers

<u>Termination Period</u>	<u>Benefit Multiplier</u>
After December 1, 1992	\$24.00
September 9, 1991 - September 30, 1992	21.00
September 9, 1990 - September 8, 1991	20.00
September 9, 1989 - September 8, 1990	19.00
September 6, 1986 - September 8, 1989	17.76
September 10, 1985 - September 5, 1986	17.00
September 10, 1983 - September 9, 1985	16.00
September 7, 1982 - September 9, 1983	15.00
September 7, 1981 - September 6, 1982	14.00
September 7, 1980 - September 6, 1981	13.00

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Salaried)

Early Retirement Pension

Eligibility

Later of age 55 or the date plus full years of continuous service equals 75.

Benefit

Monthly pension benefit determined as of early retirement date reduced by 4% per year of payment before age 62.

Deferred Retirement Pension

Eligibility

Retirement after Normal Retirement Date.

Benefit

The deferred retirement benefit is equal to the monthly pension benefit payable at the employee's actual retirement date reflecting service to the date of termination.

Vested Retirement Pension

Eligibility

Completion of five years of service or attaining age 65.

Benefit

Monthly pension benefit determined as of termination date payable without reduction at age 62.

Death Benefits

Eligibility

Vested and married for one year prior to death.

Benefit

If eligible for early retirement, 50% of member's early retirement benefit as of date of death. Actuarially reduced as if the 50% joint and survivor option were elected.

Otherwise, 50% of the benefit the member would have received had he/she quit employment the day before death and elected a 50% joint and survivor option to commence at the earliest possible retirement date.

Disability Benefits

Eligibility

Completion of ten years of continuous service.

Benefit

\$300 per month until member's Normal Retirement date, at which time the member will receive a Normal Retirement Benefit based upon service through the last day of employment.

Forms of Payment

Normal form

Life annuity.

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Warren Pumps)

Eligibility

Members of I.U.E AFL-CIO Local 250 who are employed by Warren Pumps Inc. become participants as of date of hire.

Vesting Service

One year for each 1,000 hour calendar year of employment.

Benefit Service

For benefit calculation purposes, each calendar year in which an employee has 1,700 or more hours of service shall be counted as one year of service. If an employee's total hours of service during a calendar year are less than 1,700 he shall receive prorata credit determined by dividing his total hour of service for such calendar year by 1,700.

Monthly pension benefit

The monthly pension benefit is \$26.00 for each year of benefit service if an employee retires on or after January 1, 1999, excluding any period during which the employee was eligible to participate in the former plan and did not participate by electing not to make contributions. Benefits will cease to accrue after January 31, 2000.

Normal Retirement Pension:

Eligibility

Age 65.

Benefit

Monthly pension benefit determined as of Normal Retirement Date.

Early Retirement Pension

Eligibility

Attainment of age 55 and completion of ten years of Benefit Service.

Benefit

Monthly pension benefit determined as of early retirement date multiplied by an early retirement adjustment factor from the following table:

Age	Factor
65	1.000
64	0.912
63	0.834
62	0.765
61	0.703
60	0.647
59	0.597
58	0.552
57	0.511
56	0.474
55	0.440

Schedule SB, Part V - SUMMARY OF PRINCIPAL PLAN PROVISIONS
(Legacy Warren Pumps)

If the Participant whose benefit age and total benefit service is at least 75 and has at least 20 years total service, the early retirement adjustment factor is 100% minus:

- (i) 0.25% for each month of benefit payment after age 60, plus
- (ii) 0.4167% for each month of benefit payments prior to age 60.

Vested Retirement Pension

Eligibility

Completion of five years of service or attainment of normal retirement age.

Benefit

Monthly pension benefit determined as of termination, payable at Normal Retirement Date, or a reduced benefit paid earlier if participant meets early retirement eligibility requirements.

Death Benefits

Eligibility

Completion of five years of service and had been married for at least one year at death.

Benefit

If the Participant dies prior to eligibility for early retirement, the life annuity to the spouse is calculated as if the Participant had survived to age 55, retired under the 50% joint and survivor form and then died. The benefit commences on the first day of the month following the date the Participant would first have been eligible to retire, and is payable for the lifetime of the spouse.

If eligible for early retirement, the life annuity to the spouse is equal to 50% of the Participant's early retirement benefit as of date of death.

If the Participant dies after being retired for disability and after age 55, the life annuity to the spouse is calculated as if the Participant retired under the 50% joint and survivor form, and then died.

Disability Benefits

Eligibility

Completion of ten years of service, actively employed by the company and determined to be totally and permanently disabled.

Benefit

Before age 55, the benefit is equal to the monthly pension benefit determined as of the date of disability.

On disability retirement after age 55, the benefit is calculated under the 50% joint survivor form.

Forms of Payment

Normal form

Life annuity; or if married, an actuarially equivalent 50% joint and survivor annuity.

Colfax Corporation Consolidated Retirement Plan

EIN: 54-1887631

Plan: 036

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

December 31, 2012

December 31, 2012

	(b)	(c)		(e)
	Identity of Issue, Borrower	Description of Investment		Current
(a)	Lessor or Similar Party	Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	Value
* <u>The Bank of New York Mellon/BNY Mellon, N.A.:</u>				
	PE US Small-Mid Cap Value Equity Fund	Collective Investment Trust Fund	\$ 17,357,893	\$ 18,909,019
	PE US Small-Mid Cap Growth Equity Fund	Collective Investment Trust Fund	16,821,193	18,761,682
	EB Temporary Investment Fund	Collective Investment Trust Fund	2,643,902	2,643,902
	EB CIS Non-SL Long Credit Index Fund	Collective Investment Trust Fund	119,561,625	127,505,501
	DV Stock Index Fund	Collective Investment Trust Fund	82,048,622	89,292,988
	EB NCML International Equity Fund	Collective Investment Trust Fund	35,372,407	37,322,915
	EB Emerging Markets Core Fund	Collective Investment Trust Fund	15,056,063	15,579,047
* <u>SEI Private Trust Company:</u>				
	Prime Obligation Fund	Money Market Fund	979	979
	SEI Structured Credit Collective Fund	Collective Investment Trust Fund	9,500,000	10,839,115
* <u>Transamerica Life Insurance and Annuity Company:</u>				
	Fixed Dollar Account Fund	Guaranteed Investment Contract	827,545	827,545
Total			\$299,190,229	\$ 321,682,693

* A party-in-interest as defined by ERISA.

Refer to accompanying Independent Auditor's Report.

Colfax Corporation Consolidated Retirement Plan
EIN: 54-1887631 Plan: 036
Attachment to the 2012 Form 5500 Schedule SB

Schedule SB, line 32 - Schedule of Amortization Bases

<u>Base Type</u>	<u>Date Established</u>	<u>Present Value of Remaining Installments</u>	<u>Remaining Amortization Period (Years)</u>	<u>Amortization Installment</u>
Shortfall	1/1/2012	\$ (22,800,796)	7.000	\$ (3,869,856)
Shortfall	1/1/2011	13,156,614	6.000	2,520,461
Shortfall	1/1/2010	31,250,431	5.000	6,941,580
Shortfall	1/1/2009	(5,455,640)	4.000	(1,476,123)
Shortfall	1/1/2008	9,620,010	3.000	3,381,042
Total		<u>\$ 25,770,619</u>		<u>\$ 7,497,104</u>

Colfax Corporation Consolidated Retirement Plan

EIN: 54-1887631 Plan: 036

Attachment to the 2012 Form 5500 Schedule SB

Schedule SB, line 24 - Change in Actuarial Assumptions

The assumed plan expenses were increased from \$625,000 to \$1,325,000 to reflect additional expenses due to a merger of plans at December 31, 2011.