

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>RETIREMENT INCOME PLAN</u>	1b Three-digit plan number (PN) ▶ <u>039</u>	1c Effective date of plan <u>05/01/1978</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PPG INDUSTRIES, INC.</u> <u>ONE PPG PLACE</u> <u>PITTSBURGH, PA 15272</u>	2b Employer Identification Number (EIN) <u>25-0730780</u>	2c Sponsor's telephone number <u>412-434-3916</u>	2d Business code (see instructions) <u>325100</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.	10/10/2013	KAREN RATHBURN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	JOHANN KOLLING
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	KAREN RATHBURN
	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) <u>EDWARD A. NOVOSEL, JR.</u> <u>THE BINKLEY KANAVY GROUP, LLC</u> <u>600 GRANT ST, SUITE 5050</u> <u>PITTSBURGH, PA 15219</u>			Preparer's telephone number (optional) <u>412-434-0477</u>

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address KAREN P. RATHBURN		3b Administrator's EIN 27-5040608
		3c Administrator's telephone number 412-434-3916
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 34520
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 7491
b Retired or separated participants receiving benefits.....		6b 13054
c Other retired or separated participants entitled to future benefits.....		6c 6748
d Subtotal. Add lines 6a , 6b , and 6c		6d 27293
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 3838
f Total. Add lines 6d and 6e		6f 31131
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1B 1G		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan <u>RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>039</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>PPG INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>25-0730780</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>2388255032</u>
b Actuarial value	2b <u>2358323193</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>16956</u> (1) Number of participants <u>1266566250</u> (2) Funding Target
b For terminated vested participants.....	3b <u>10778</u> <u>211556869</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>42376513</u>
(2) Vested benefits.....	3c(2) <u>558620963</u>
(3) Total active	3c(3) <u>7832</u> <u>600997476</u>
d Total	3d <u>35566</u> <u>2079120595</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>6.98 %</u>
6 Target normal cost.....	6 <u>35328765</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>09/25/2013</u>
	Signature of actuary	Date
<u>JEFFRY P. BLASZKOWSKI</u>		<u>11-06646</u>
	Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>		<u>313-259-5500</u>
	Firm name	Telephone number (including area code)
<u>600 RENAISSANCE CENTER, SUITE 1800</u> <u>DETROIT, MI 48243</u>		
	Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	363447461	
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	9865321	
9	Amount remaining (line 7 minus line 8)	353582140	
10	Interest on line 9 using prior year's actual return of <u>9.23</u> %	32635632	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		12423583
b	Interest on (a) using prior year's effective interest rate of <u>6.24</u> % except as otherwise provided (see instructions)		1070205
c	Total available at beginning of current plan year to add to prefunding balance		13493788
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	386217772	

Part III Funding Percentages			
14	Funding target attainment percentage	14	94.85 %
15	Adjusted funding target attainment percentage	15	113.42 %
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	101.34 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	18(c)	

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
b	Contributions made to avoid restrictions adjusted to valuation date	19b
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
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

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	35328765	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment			
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	35328765	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	35328765		35328765
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a		
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40		

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		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <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>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ▶	039
C Plan sponsor's name as shown on line 2a of Form 5500 PPG INDUSTRIES, INC.	D Employer Identification Number (EIN) 25-0730780	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

PPG INDUSTRIES, INC.

25-0730780

(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 16 29 65	PLAN SPONSOR	3330589	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DELOITTE & TOUCHE, LLP

13-3891517

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 65	NONE	50184	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER HR CONSULTING LLC

13-2834414

(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?
16	NONE	45291	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)

AXA EQUITABLE LIFE INS CO

13-5570651

(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?
28	NONE	43163	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

K&L GATES

25-0921018

(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?
29	NONE	33658	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KNEPPER PRESS

25-1260030

(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?
65	NONE	18800	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: ARTHUR L. NOONAN	b EIN: 13-2834414
c Position: ACTUARY	
d Address: SIX PPG PLACE, SUITE 400 PITTSBURGH, PA 15222-5499	e Telephone: 412-355-8800

Explanation: INTERNAL REASSIGNMENT OF ROLES WITHIN MERCER

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

A Name of plan <u>RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ► <u>039</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>PPG INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>25-0730780</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: PPG INDUSTRIES INC. PENSION PLAN TR

b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON

c EIN-PN <u>25-6193407-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2539378589</u>
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ►	039
C Plan sponsor's name as shown on line 2a of Form 5500 PPG INDUSTRIES, INC.	D Employer Identification Number (EIN) 25-0730780	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	2388255032	2539378589
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	255902511	71291022

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2644157543	2610669611

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	477304	651319
i Acquisition indebtedness	1i		
j Other liabilities	1j	255902511	71291022
k Total liabilities (add all amounts in lines 1g through 1j)	1k	256379815	71942341

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2387777728	2538727270
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Part II Income and Expense Statement

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

Income

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		377650038
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		377650038

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	221496468	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		221496468
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	267003	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	43163	
(4) Other	2i(4)	4893862	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5204028
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		226700496

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		150949542
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **DELOITTE AND TOUCHE, LLP**

(2) EIN: **13-3891517**

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		1500000
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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>039</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PPG INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>25-0730780</u>

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
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-6078093</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 31.0% Investment-Grade Debt: 58.9% High-Yield Debt: 5.1% Real Estate: 5.0% Other: _____%

- 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):

PPG Industries, Inc. Retirement Income Plan

Employer ID No: 25-0730780
Plan Number: 039

Financial Statements as of
December 31, 2012 and 2011, and for the
Year Ended December 31, 2012, and
Independent Auditors' Report

PPG INDUSTRIES, INC. RETIREMENT INCOME PLAN

2012 FORM 5500

ANNUAL RETURN/REPORT OF EMPLOYEE BENEFIT PLAN

PLAN SPONSOR:

PPG INDUSTRIES, INC.
ONE PPG PLACE
PITTSBURGH, PA 15272

EMPLOYER IDENTIFICATION NUMBER:

25-0730780

NAME OF PLAN:

PPG INDUSTRIES, INC.
RETIREMENT INCOME PLAN

PLAN NUMBER:

039

PPG INDUSTRIES, INC. RETIREMENT INCOME PLAN

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FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2012	4
Notes to Financial Statements as of December 31, 2012 and 2011, and for the Year Ended December 31, 2012	5-13
NOTE: All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Participants of the PPG Industries, Inc.
Retirement Income Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of PPG Industries, Inc. Retirement Income Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 8, which was certified by Bank of New York Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee 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.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

Deloitte & Touche LLP

October 8, 2013

PPG INDUSTRIES, INC. RETIREMENT INCOME PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments at fair value — PPG Industries, Inc. Pension Plan Trust Commingled Fund	\$ 2,539,378,589	\$ 2,388,255,032
Collateral held under securities lending agreements	<u>71,291,022</u>	<u>255,902,511</u>
Total assets	<u>2,610,669,611</u>	<u>2,644,157,543</u>
LIABILITIES:		
Accrued administrative expenses	651,319	477,304
Liability to return collateral held under securities lending agreements	<u>71,291,022</u>	<u>255,902,511</u>
Total liabilities	<u>71,942,341</u>	<u>256,379,815</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,538,727,270</u>	<u>\$ 2,387,777,728</u>

See notes to financial statements.

PPG INDUSTRIES, INC. RETIREMENT INCOME PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS:

Net appreciation in fair value of PPG Industries Inc.

Pension Plan Trust Commingled Fund \$ 377,650,038

Total additions 377,650,038

DEDUCTIONS:

Benefit payments 221,496,468

Administrative expenses 5,204,028

Total deductions 226,700,496

NET INCREASE 150,949,542

NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year 2,387,777,728

NET ASSETS AVAILABLE FOR BENEFITS — End of year \$ 2,538,727,270

See notes to financial statements.

PPG INDUSTRIES, INC. RETIREMENT INCOME PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012 AND 2011, AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF PLAN AND ACCOUNTING POLICIES

The following brief description of the PPG Industries, Inc. Retirement Income Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined benefit pension plan covering all retired and terminated vested employees prior to January 1, 1985, of all the qualified defined benefit pension plans sponsored by PPG Industries, Inc. (the “Company”), all retired and terminated vested employees between January 1, 1985 and January 1, 1988, previously covered by certain other qualified defined benefit pension plans sponsored by the Company, all active hourly employees not represented by a collective bargaining agreement, and generally all regular salaried employees of the Company. The Global Director, Benefits and HR Shared Services of the Company is the Plan Administrator who controls and manages the operation and administration of the Plan. Expenses of the Plan are paid by either the Plan or the Company. The Bank of New York Mellon, N.A. (“BNY Mellon”) serves as the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Benefits — All current employees become vested after five years of continuous service and are entitled to pension benefits upon retirement as defined by the Plan document. The Plan provides for normal retirement upon reaching normal retirement age, as defined in the Plan document, and has provisions for early retirement and disability benefits for those persons who are eligible to receive such benefits. Monthly benefits under the Plan for all former hourly employees are equal to those benefits determined under terms of the participant’s former plan, as amended to the date of retirement or termination. Monthly benefits under the Plan for all salaried employees vary depending on the employee’s date of retirement, final average monthly earnings, and the years of continuous service, as defined by the Plan document. Such benefits may be reduced by early retirement, survivor benefits, or other elected options. Benefit payments to participants are recorded upon distribution.

Basis of Accounting — The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Accounting Estimates — The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, the actuarial present value of accumulated plan benefits and the changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments — The Plan’s investment in the PPG Industries, Inc. Pension Plan Trust Commingled Fund (the “Trust”) is presented at estimated fair value. Fair value has been determined based on quoted market prices of the investments of the Trust, if available, or estimated by independent brokerage firms. The fair value of the common trust funds is determined based on the fair value of the underlying securities held by the fund (see Note 3).

Risks and Uncertainties — The Trust utilizes various investment instruments, including U.S. government securities, corporate debt investments, and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

New Accounting Standards — In May 2011, the Financial Accounting Standards Board issued an amendment to the fair value measurement guidance and disclosure requirements to establish GAAP in common with International Financial Reporting Standards measurement and reporting requirements. The new requirements were effective for annual reporting periods beginning after December 15, 2011. The adoption in 2012 did not materially affect the Plan's financial statements.

2. 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 who have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired, terminated, or transferred employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based upon years of continuous service (see Note 1). Benefits payable under all circumstances, including retirement, death, disability, and termination of employment, are included to the extent that they are deemed attributable to employee service rendered to the date as of which the benefit information is presented.

As of December 31, 2012 and 2011, the actuarial present value of accumulated plan benefits is as follows (in millions):

	2012	2011
Vested benefits:		
Participants currently receiving payments	\$1,476	\$1,393
Other participants	1,221	1,176
Nonvested benefits	<u>72</u>	<u>63</u>
Total	<u>\$2,769</u>	<u>\$2,632</u>

The changes in the actuarial value of accumulated plan benefits for the years ended December 31, 2012 and 2011, were as follows (in millions):

	2012	2011
Actuarial present value of accumulated plan benefits — beginning of year — January 1	<u>\$2,632</u>	<u>\$2,325</u>
Increase (decrease) during the year attributable to:		
Benefits accumulated and gains	85	75
Increase for interest due to the discount period	117	121
Change in assumptions	156	260
Benefits paid	<u>(221)</u>	<u>(149)</u>
Net increase	<u>137</u>	<u>307</u>
Actuarial present value of accumulated plan benefits — end of year — December 31	<u><u>\$2,769</u></u>	<u><u>\$2,632</u></u>

The actuarial present value of accumulated plan benefits was determined by the Plan's actuary, Mercer Human Resource Consulting, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected dates of payment. The significant actuarial assumptions used in determining accumulated plan benefits were (a) the RP2000 Mortality Table at both December 31, 2012 and 2011, (b) an assumed average retirement age of 62 at both December 31, 2012 and 2011, and (c) a discount rate of 4.05% and 4.50% as of December 31, 2012 and 2011, respectively.

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

3. INVESTMENTS IN THE PENSION PLAN TRUST COMMINGLED FUND

The investment assets of the Plan consist of an undivided interest in the Total Combined PPG Fund (the "Fund") of the Trust. Use of the Fund permits the commingling of the Trust assets of the pension plans of the Company for investment and administrative purposes. Although Plan assets are commingled in the Fund, supporting records are maintained for the purpose of allocating the Fund's net earnings or loss to each of the plans that participate in the Fund. Plans that participate in the Trust include the Plan and the PPG Retirement Pension Plan.

The Fund holds derivative instruments, including foreign exchange and S&P 500 index futures contracts. The Fund holds these futures contracts to hedge foreign currency risk on international investments and to gain exposure to the S&P 500 market.

The financial statements of the Trust are prepared in accordance with GAAP. The Trust's net assets are combined in one investment account, the Bond and Equity Account. These investments are stated at fair value, which generally is determined based on quoted market prices.

The net investments of the Fund as of December 31, 2012 and 2011, are summarized as follows (in millions):

	2012	2011
Common trust funds:		
Equity	\$ 847.4	\$ 1,050.9
Debt	458.0	112.0
U.S. government securities	309.1	625.1
Corporate debt	1,092.6	824.7
Common stock - PPG Industries, Inc.	203.8	125.7
Temporary investments	14.0	2.6
Unallocated insurance contracts	86.1	78.5
Receivable for investments sold	35.3	99.7
Payable for investments purchased	(81.5)	(148.7)
Income receivable	13.5	18.5
Other	<u>182.5</u>	<u>171.0</u>
	<u>\$ 3,160.8</u>	<u>\$ 2,960.0</u>

Accounting guidance on fair value measurements establishes a hierarchy of inputs employed to determine fair value measurements, which has three levels. Level 1 inputs are quoted prices in active markets for identical assets and liabilities, are considered to be the most reliable evidence of fair value, and should be used whenever available. Level 2 inputs are observable prices that are not quoted on active exchanges. Level 3 inputs are unobservable inputs employed for measuring the fair value of assets and liabilities. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The financial assets of the Fund that are reported at fair value on a recurring basis as of December 31, 2012, are as follows (in millions):

	Level 1	Level 2	Level 3	Total
Common trust funds:				
Equity	\$ -	\$ 770.6	\$ 76.8	\$ 847.4
Debt	-	458.0	-	458.0
U.S. government securities	195.7	113.4	-	309.1
Corporate debt	-	1,016.5	76.1	1,092.6
Common stock - PPG Industries, Inc.	203.8	-	-	203.8
Temporary investments	-	14.0	-	14.0
Unallocated insurance contracts	-	-	86.1	86.1
Receivable for investments sold	-	35.3	-	35.3
Payable for investments purchased	-	(81.5)	-	(81.5)
Income receivable	-	13.5	-	13.5
Other	<u>1.1</u>	<u>177.1</u>	<u>4.3</u>	<u>182.5</u>
Total	<u>\$ 400.6</u>	<u>\$ 2,516.9</u>	<u>\$ 243.3</u>	<u>\$ 3,160.8</u>

The financial assets of the Fund that are reported at fair value on a recurring basis as of December 31, 2011, are as follows (in millions):

	Level 1	Level 2	Level 3	Total
Common trust funds:				
Equity	\$ 124.7	\$ 857.7	\$ 68.5	\$ 1,050.9
Debt	-	112.0	-	112.0
U.S. government securities	397.6	227.5	-	625.1
Corporate debt	-	756.5	68.2	824.7
Common stock - PPG Industries, Inc.	125.7	-	-	125.7
Temporary investments	-	2.6	-	2.6
Unallocated insurance contracts	-	-	78.5	78.5
Receivable for investments sold	-	99.7	-	99.7
Payable for investments purchased	-	(148.7)	-	(148.7)
Income receivable	-	18.5	-	18.5
Other	5.7	165.3	-	171.0
Total	<u>\$ 653.7</u>	<u>\$ 2,091.1</u>	<u>\$ 215.2</u>	<u>\$ 2,960.0</u>

During 2012, the Plan determined that certain pension assets at December 31, 2011 were previously presented in the Level 2 category and should have been presented in the Level 1 category and certain pension assets presented in Level 2 should have been presented in the Level 3 category based on the inputs used to value the securities. Accordingly, the 2011 presentation of pension assets has been revised in the fair value table and in the Level 3 rollforward table. This revision had no impact on the Plan's statements of net assets available for benefits or statement of changes in net assets available for benefits. The change in the fair value of the Fund's Level 3 assets for the years ended December 31, 2012 and 2011, are as follows (in millions).

	Common Trust Funds	Corporate Debt	Unallocated Insurance Contracts	Other	Total
Ending balance — January 1, 2011	\$ 36.4	\$ -	\$ 66.0	\$ 4.9	\$ 107.3
Realized gain (loss) — net	2.5	(9.3)	3.8	(1.9)	(4.9)
Unrealized gain — net	4.6	8.4	8.7	1.9	23.6
Purchases	25.0	69.1	-	-	94.1
Sales	-	-	-	(4.9)	(4.9)
Ending balance — December 31, 2011	68.5	68.2	78.5	-	215.2
Realized gain (loss) — net	3.7	10.3	4.3	-	18.3
Unrealized gain — net	4.6	(7.2)	3.3	0.1	0.8
Purchases	-	4.8	-	4.2	9.0
Ending balance — December 31, 2012	<u>\$ 76.8</u>	<u>\$ 76.1</u>	<u>\$ 86.1</u>	<u>\$ 4.3</u>	<u>\$ 243.3</u>

The net earnings of the Fund are allocated monthly to each plan participating in the Fund based on the relationship of the undivided interest of each plan in the Fund at the end of the month to the total of the undivided interests of the two plans participating in the Fund. The net investment earnings (losses) of the Fund for the year ended December 31, 2012, are summarized as follows (in millions):

Investment earnings — net appreciation in fair value of investments:	
Common trust funds-equity	\$ 171.1
U.S. government securities	(5.4)
Corporate debt	80.0
Futures contracts	58.1
Equity securities	88.7
Other — principally from equity and fixed-income options	<u>7.6</u>
Net appreciation in fair value of investments	400.1
Interest and dividends	77.3
Investment advisory and management fees	<u>(9.4)</u>
Net investment gain	<u>\$468.0</u>

The Plan's interest in the Fund, as a percentage of net assets of the Fund, was approximately 80% at December 31, 2012 and 81% at December 31, 2011.

4. NET ASSET VALUE (NAV) PER SHARE

A summary of the Plan's investments with a reported NAV as of December 31, 2012 and 2011, is set forth as follows:

Fair Value Estimated Using Net Asset Value per Share December 31, 2012					
Investment	Fair Value * (In Millions)	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
J.P. Morgan Strategic Property Fund (a)	\$76.8	None	Quarterly	None	45 days
Fair Value Estimated Using Net Asset Value per Share December 31, 2011					
Investment	Fair Value * (In Millions)	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
J.P. Morgan Strategic Property Fund (a)	\$68.5	None	Quarterly	None	45 days

* The fair values of the investments have been estimated using the net asset value of the investment.

(a) The J.P. Morgan Strategic Property Fund seeks improved real estate projects with stabilized occupancies, which produce a relatively high level of current income combined with moderate appreciation potential.

5. SECURITIES LENDING

The Plan participates in a securities lending program through BNY Mellon. Under this program, the Plan's investment securities are loaned to investment brokers for a fee. Securities so loaned are fully collateralized by cash, letters of credit, and securities issued or guaranteed by the U.S. government, its agencies, and instrumentalities. At December 31, 2012 and 2011, \$69,827,000 and \$250,530,000, respectively, of the Plan's securities were on loan under BNY Mellon's securities lending program. The fair value of the collateral received as a percentage of the total current value of the securities on loan by the Plan was approximately 102.1% for the years ended December 31, 2012 and 2011. Income from the program was \$111,000 and \$217,000, respectively for the years ended December 31, 2012 and 2011, and is recorded in equity in net earnings of the Trust in the accompanying financial statements.

6. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make contributions to the Plan based upon the calculations of the Plan's actuary using the unit credit cost method, which consists of normal cost, plus amortization of unfunded prior service costs over a 40-year period or less.

In 2011, the Company contributed cash of \$42,500,000 to the Plan relating to the 2010 Plan year. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2012 and 2011.

7. PLAN TERMINATION

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

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document. 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 Benefit Guaranty Corporation (PBGC) at that time.

Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

8. INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements, that was prepared by or derived from information prepared by BNY Mellon and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from BNY Mellon that such information is complete and accurate.

	2012	2011
Statements of net assets available for benefits — Investments at fair value	\$ 2,539,378,589	\$ 2,388,255,032
Statement of changes net assets available for benefits — Net appreciation in fair value of the PPG Industries, Inc. Pension Plan Trust Commingled Fund	377,650,038	

Unaudited information concerning the Trust is included in Notes 3 and 4 to the financial statements.

9. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated June 6, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2008.

10. PLAN AMENDMENTS

In January 2011, the Company approved an amendment to the Plan. This change will result in employees no longer accruing benefits as of December 31, 2011 or December 31, 2020, depending upon the employee's combined age and service to the Company. The affected employees will participate in the Company's defined contribution retirement plan from the date when their benefit under the Plan is frozen.

11. SUBSEQUENT EVENTS

The Plan's management evaluated subsequent events through October 8, 2013, the date on which the financial statements were available to be issued.

On January 28, 2013, the Company completed the previously announced separation of its commodity chemicals business and merger of its wholly owned subsidiary, Eagle Spinco Inc., with a subsidiary of Georgia Gulf Corporation in a tax efficient Reverse Morris Trust transaction (the "Transaction"). Pursuant to the merger, Eagle Spinco, the entity holding PPG's former commodity chemicals business, is now a wholly owned subsidiary of Georgia Gulf. The closing of the merger followed the expiration of

the related exchange offer and the satisfaction of certain other conditions. The combined company formed by uniting Georgia Gulf with PPG's former commodity chemicals business is named Axiall Corporation ("Axiall"). PPG holds no ownership interest in Axiall.

PPG transferred the Plan's assets and liabilities to Axiall associated with those Plan participants impacted by the transaction. As a result, the Plan transferred assets of approximately \$218,602,000 to Axiall and reduced the Plan's liabilities by approximately \$244,691,000 related to the former Plan participants.

* * * * *



THE BANK OF NEW YORK MELLON.

TRDPGG PIIF17295302 5500 FINAL 183453

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 5 18:34:57 RUN DATE: 18-MAR-13

P11 F172953
PPG INDUSTRIES PENSION PL
RETIREMENT INCOME PLAN

PAGE: 1
M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>	
<u>MASTER TRUSTS</u>						
300,458,973.3480	PPG PENSION MASTER TRUST UNIT	2,220,237,676.71	8.4516	2,539,378,588.98	319,140,912.27	
TOTAL MASTER TRUSTS		2,220,237,676.71		2,539,378,588.98	319,140,912.27	
GRAND TOTAL		2,220,237,676.71		2,539,378,588.98	0.00	C
					<u>319,140,912.27</u>	I
					319,140,912.27	

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Retirement Income Plan	B Three-digit plan number (PN) ► <u>039</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF PPG Industries, Inc.	D Employer Identification Number (EIN) 25-0730780

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a		2,388,255,032
b Actuarial value	2b		2,358,323,193
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	16,956	1,266,566,250
b For terminated vested participants	3b	10,778	211,556,869
c For active participants:			
(1) Non-vested benefits	3c(1)		42,376,513
(2) Vested benefits	3c(2)		558,620,963
(3) Total active	3c(3)	7,832	600,997,476
d Total	3d	35,566	2,079,120,595
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	6.98 %	
6 Target normal cost	6	35,328,765	

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

SIGN HERE	 Signature of actuary	<u>9-25-2013</u> Date
	Jeffery P. Blaszkowski Type or print name of actuary	11-06646 Most recent enrollment number
	Mercer Firm name	(313) 259-5500 Telephone number (including area code)
	600 Renaissance Center, Suite 1800 Detroit MI 48243 Address of the firm	

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

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	363,447,461	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	9,865,321	0
9 Amount remaining (line 7 minus line 8)	353,582,140	0
10 Interest on line 9 using prior year's actual return of <u>9.23</u> %	32,635,632	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		12,423,583
b Interest on (a) using prior year's effective interest rate of <u>6.24</u> % except as otherwise provided (see instructions)		1,070,205
c Total available at beginning of current plan year to add to prefunding balance		13,493,788
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)	386,217,772	0

Part III Funding Percentages

14 Funding target attainment percentage	14	94.85 %
15 Adjusted funding target attainment percentage	15	113.42 %
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	101.34 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:

a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
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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** 35,328,765**b** Excess assets, if applicable, but not greater than line 31a **31b** 0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	0	0
b Waiver amortization installment.....	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... **34** 35,328,765

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	35,798,452	0	35,798,452

36 Additional cash requirement (line 34 minus line 35)..... **36** 0**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 0**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 0**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b****39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0**40** Unpaid minimum required contributions for all years **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment **42****43** Excess installment acceleration amount to be carried over to future plan years **43**

Schedule SB, Line 26 — Schedule of Active Participant Data**Distribution of Active Participants as of January 1, 2012 (Wage)**

Attained age	Years of credited service										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	
Under 25											
25-29		1	5								6
30-34			12	13	1						26
35-39			23	20	18						61
40-44		1	26	15	30	21	8				101
45-49		1	14	11	14	39	88				167
50-54			13	9	19	27	74	101	25		268
55-59			11	2	9	18	42	90	131	2	305
60-64			2	1	5	4	15	20	30	10	87
65-69											
70 & up											
Total		3	106	71	96	109	227	211	186	12	1,021

In each cell, the number is the count of active participants for each age/service combination.

Schedule SB, Line 26 – Schedule of Active Participant Data**Distribution of Active Participants as of January 1, 2012 (2012 Freeze Salaried)**

Attained age	Years of credited service										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	
Under 25											
25-29			53 57,342	2							55
30-34			122 59,818	107 58,861	4						233
35-39			134 60,963	269 64,971	90 76,938						493
40-44		2	158 60,070	287 67,274	102 79,031						549
45-49		1	108 61,480	93 65,249							202
50-54			25 63,668								25
55-59											
60-64											
65-69											
70 & up											
Total		3	600	758	196						1,557

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2011 limited to \$245,000. Average pay is not shown for plans with less than 1,000 active participants or cells with fewer than 20 participants.

Schedule SB, Line 26 – Schedule of Active Participant Data**Distribution of Active Participants as of January 1, 2012 (2021 Freeze Salaried)**

Attained age	Years of credited service										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	
Under 25											
25-29											
30-34											
35-39			1								1
40-44			3	35 57,782	114 82,800	85 88,770	6				243
45-49			13	275 63,709	180 72,989	206 88,519	205 89,938	15			894
50-54			78 61,551	352 61,955	158 72,575	202 80,467	429 81,716	331 83,970	27 67,001		1,577
55-59			66 60,308	289 63,531	83 70,963	139 79,185	256 78,902	417 87,277	431 67,209	10	1,691
60-64			32 53,485	136 66,638	25 74,289	47 76,827	76 80,708	115 79,677	204 70,040	90 78,361	725
65-69			7	32 63,288	8	9	7	4	20 80,957	23 87,674	110
70 & up				3	2		2			6	13
Total			200	1,122	570	688	981	882	682	129	5,254

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2011 limited to \$245,000. Average pay is not shown for plans with less than 1,000 active participants or cells with fewer than 20 participants.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- Retirement rates were updated to better reflect expected future plan experience.

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

Discount rate sponsor elections	
• Segment rates or full yield curve	Segment
• Look-back months	4
• First 5 years	2.06%
• Next 15 years	5.25%
• Over 20 years	6.31%
Mortality sponsor elections	
• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
• Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995
• Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits
417(e) Lump sums	Not applicable
Other economic assumptions	
• Salary increases	4.25% on average. See table of sample rates. In accordance with the terms of the divestiture of the auto glass business, affected salaried employees with 80 points at date of sale receive salary increases of 1.50% per year during continued employment with PGW.
• Flat-dollar benefit increases	None assumed
• Social Security wage base	3.75% per year
• Inflation	3.00% per year
• Expected investment return	8.00% per year for 2011 and 7.50% per year for 2012
• Expenses	\$10,622,000 added to current year normal cost
Demographic assumptions	
Withdrawal	See table of sample rates.
Disability incidence	See table of sample rates. 100% of participants becoming disabled are assumed to be eligible for Social Security disability benefits.

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

Retirement age	Annual Rate per 1,000 Participants			
	Age ¹	Salaried Employees	Hourly Employees	Hourly with Special Early
	55	25	10	10
	56	25	10	10
	57	25	10	10
	58	50	10	50
	59	50	10	50
	60	50	25	50
	61	100	25	50
	62	150	150	300
	63	300	150	300
	64	400	200	300
	65	950	1,000	1,000
	66	600	1,000	1,000
	67	700	1,000	1,000
	68	800	1,000	1,000
	69	900	1,000	1,000
	70	1,000	1,000	1,000
	Average Retirement Age	62.4	63.6	62.6

PGW participants are assumed to retire at their earliest retirement age.

Benefit commencement age for

- Future vested deferred 65
- Current vested deferred 65

Spouse assumptions

- | | <u>Male participants</u> | <u>Female participants</u> |
|-------------------------|--------------------------|----------------------------|
| • Percentage married | 75% | 60% |
| • Spouse age difference | 3 years younger | 3 years older |

Form of payment

- | | <u>Single life</u> | <u>Qualified J&S</u> |
|----------------------|--------------------|--------------------------|
| • Active retirements | 100% | 0% |

¹ Salaried rates start 10 years before Social Security normal retirement age. Salaried rates shown above are for Social Security retirement age 65.

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

• Future vested deferred	100%	0%
• Future disabilities	100%	0%
• Future deaths	0%	100%
• Current vested deferred	100%	0%

Unpredictable contingent event assumptions	Not applicable
---	----------------

Table of Sample Rates

<u>Salary Scale</u>		
Age	Increase In the Year	Ratio of Final Salary at Age 65 to Current Salary
20	8.30%	8.28
25	7.30	5.60
30	6.00	4.04
35	5.30	3.07
40	4.70	2.39
45	4.10	1.93
50	3.60	1.59
55	3.20	1.35
60	3.00	1.16

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

Age	<u>Termination²</u>				<u>Disability³</u>			
	<u>Retirement Income Plan (as of 12/31/93)³</u>		<u>Other Retirement Income Plan Appendices⁴</u>		<u>Retirement Income Plan (as of 12/31/93)</u>		<u>Other Retirement Income Plan Appendices</u>	
	Male	Female	Male	Female	Male	Female	Male	Female
20	118.0	118.0	258	258	.50	.45	.70	.70
25	112.0	112.0	170	170	.56	.56	.90	.90
30	85.8	85.8	94	94	.71	.85	1.10	1.10
35	56.0	56.0	67	67	.99	1.75	1.40	1.40
40	41.8	41.8	50	50	1.62	3.15	1.90	1.90
45	37.2	37.2	38	38	2.70	4.65	3.00	3.00
50	29.4	29.4	27	27	4.93	6.26	5.10	5.10
55	10.0	10.0	16	16	9.14	8.05	9.60	9.60
60	0.0	0.0	0	0	14.70	11.25	16.60	16.60
65	0.0	0.0	0	0	0.00	0.00	0.00	0.00

² Annual rate per 1,000 participants.³ Select rates of termination are used during the first five years of employment as shown below (Note: these select rates are doubled for acquired actives after an acquisition date):

Year of Employment	Annual Rate of Termination
1	150
2	150
3	150
4	150
5	150

⁴ Select rates of termination are used during the first three years of employment of 30% per year.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods – Effective January 1, 2009***

The asset valuation method is an average of the adjusted market value for each year during the last year preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods – Effective January 1, 2008

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods – Effective January 1, 2008

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the

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

sum of the component funding targets and target normal costs associated with the various anticipated separation dates.

- This plan provides benefits that are not a function of a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the ratio of the participant's service at the beginning of the plan year to their service at each decrement age and is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- This plan provides disability/death benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions**Benefits Included or Excluded**

Unless noted below, all benefits provided by the plan, as restated and amended through December 31, 2010, are included in this valuation.

- **Most recent plan amendment included:** Amendments adopted by the valuation date or effective by the end of the plan year are included in this valuation.
- **Plan amendments excluded:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Late retirement increases:**
 - *Active participants:* Current active participants over normal retirement age are valued using their accrued benefit. Late retirement actuarial increases are deemed to be immaterial for the purposes of this valuation.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding**Additional Benefits Included or Excluded**

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Part V — Summary of Plan Provisions**Plan provision Changes Since Prior Valuation**

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.

Salaried active participants that have less than 60 points (age + service) as of 12/31/2011 will not have ongoing benefit accruals after 12/31/2011. Salaried active participants that have greater than 60 points as of 12/31/2011 will not have ongoing benefit accruals after 12/31/2020.

Summary of Major Plan Provisions***Retirement Income Plan***

Effective date	December 24, 1940
Group Number	039
Status of the plan	Effective January 1, 2006, this appendix is frozen to new entrants. Active participants that have less than 60 points (age + service) as of 12/31/2011 will not have ongoing benefit accruals after 12/31/2011. Active participants that have greater than 60 points as of 12/31/2011 will not have ongoing benefit accruals after 12/31/2020.
Significant events that occurred during the year	None
Definitions	
• Type of plan	Five Year Average Earnings (FAE)
• Normal form	Life Annuity
• Plan eligibility	Date of Hire
• Credited service	From Date of Hire
• Continuous service	From Date of Hire
• Pension earnings	Monthly Base Salary
• SSNRA	Social Security Normal Retirement Age
• Employee contributions	None
• Class	Salaried Employees

Schedule SB, Part V — Summary of Plan Provisions

- Accrued benefit

Greater of:

Regular Formula

$(.855\% \text{ FAE (basic benefit)} + .585\% \text{ FAE in excess of Social Security Covered Compensation (excess benefit)}) \times \text{Credited Service (maximum 35 years)}$

Or

Alternate Formula

$\$36.00 \times \text{Continuous Service}$

Or

The Frozen Accrued Benefit as of 12/31/1988

- April 1, 2000 Change in Plan Provisions

The regular formula was changed from $(.950\% \text{ FAE} + .650\% \text{ FAE in excess of Social Security Covered Compensation}) \times \text{Credited Service (maximum 35 years)}$ to $(.855\% \text{ FAE} + .585\% \text{ FAE in excess of Social Security Covered Compensation}) \times \text{Credited Service (maximum 35 years)}$

The early retirement reduction factors were changed from the rates described in Exhibit A to:

- Regular formula – 3% per year from 4 years prior to Social Security Normal Retirement Age
- Alternate formula – 5% per year from 4 years prior to Social Security Normal Retirement Age

However at retirement, all participants hired on or before April 1, 2000 will have a minimum benefit equal to (a) + (b) where:

- a) the benefit under the old regular formula $(.950\%/.650\%)$ using final average earnings at retirement and service at April 1, 2000.
- b) the benefit under the new regular formula $(.855\%/.585\%)$ using final average earnings at retirement and service since April 1, 2000.

Benefits earned under (a) are reduced from early retirement by the factors in Exhibit A and benefits earned under (b) are reduced from early retirement by 3% for each year retirement occurs prior to four years before Social Security Age.

Schedule SB, Part V — Summary of Plan Provisions

• Social Security Covered Compensation	Based on Social Security Act in effect at date of computation, the average monthly earnings subject to Social Security taxes assuming that the participant, for each year through and including the year prior to SSNRA, earns an amount at least equal to the Social Security taxable wage base for each year.
• Special Minimum Death Benefit	For any participant who made contributions under the prior plan, a minimum lump sum death benefit equal to contributions plus credited interest (to earlier of date of death or benefit commencement date) less benefits paid to participant and joint annuitant, if any.
• Special Premium for Pilots	For any pilot who retires on or after his 60th birthday, benefits will be calculated using "Pilot's Credited Service" (Credited Service plus two years) and "Pilot's Final Average Salary" (Final Average Salary calculated assuming salary at termination date continued for two years). Additionally, a temporary monthly supplement of \$400 will be paid from benefit commencement date to the earlier of date of death or attainment of age 62.
• Auto Glass Divestiture	In accordance with the terms of the divestiture of the auto glass business, affected salaried employees with 80 points at date of sale receive salary increases of 1.50% per year during continued employment with PGW.
Normal retirement	
• Eligibility	SSNRA
• Benefit	Accrued Benefit payable immediately
Early retirement	
• Eligibility	SSNRA - 10
• Benefit	Benefits under the regular formula are reduced 3% per year from SSNRA-4. Benefits under the alternate formula are reduced 5% per year from SSNRA-4.
Special early retirement	
• Eligibility	Age plus service equals 80.
• Benefit	Accrued Benefit reduced each year prior to SSNRA-3 according to Exhibit A (for benefits earned prior to 4/1/2000)
Supplemental early retirement	
• Eligibility	For terminations prior to April 1, 2000, a participant <ul style="list-style-type: none"> • Who has attained age 48 and whose age and service total 80 or more and • Whose employment is terminated due to facility shutdown or business consolidation.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Equal to the social security early retirement age benefit less the early retirement benefit. The participant will also receive \$400 per month until three years before social security normal retirement age.
	Subject to a cap equal to 1.5 times compensation.
Late retirement	
• Eligibility	Beyond SSNRA
• Benefit	Accrued Benefit at actual retirement date
Deferred vested	
• Eligibility	5 years continuous service
• Benefit	Accrued Benefit deferred to SSNRA
Disability	No special provision other than continuation of service accrual
Pre-retirement death	
• Eligibility	5 years continuous service
• Benefit	Surviving spouse receives 50% of Benefit calculated as if the participant retired early at first possible date and elected J&S coverage

Cleveland

Effective date	April 1, 1957
Group Number	031
Status of the plan	Effective January 1, 2006, this Appendix is frozen to new entrants. Active participants that have less than 60 points (age + service) as of 12/31/2011 will not have ongoing benefit accruals after 12/31/2011. Active participants that have greater than 60 points as of 12/31/2011 will not have ongoing benefit accruals after 12/31/2020.
Significant events that occurred during the year	None
Definitions	
• Type of plan	Dollar Per Month
• Normal form	Life Annuity
• Continuous service	From Date of Hire
• Plan eligibility	Date of Hire
• Pension earnings	N/A
• Employee contributions	None

Schedule SB, Part V — Summary of Plan Provisions

• Class	Hourly Employees
• Accrued benefit	\$49.00 x Continuous Service
Normal retirement	
• Eligibility	Age 65
• Benefit	Accrued Benefit payable immediately.
Early retirement	
• Eligibility	Age 55 with 10 years continuous service
• Benefit	Accrued Benefit reduced 6.0% for each year prior to 62.
Supplemental early retirement benefits	
• Eligibility	<p>A participant</p> <ul style="list-style-type: none"> • Who has attained age 48 and whose age and service total 80 or more and • Whose employment is terminated due to facility shutdown or business consolidation
• Benefit	<p>A supplemental benefit, equal to the accrued benefit less the early retirement benefit. The participant will also receive \$400 per month until age 62.</p> <p>The supplemental early retirement benefit is subject to a cap equal to 1.5 times annual wages divided by the number of months the participant is under age 62 as of his supplemental early retirement date.</p>
Early Retirement Incentive Program	
In March of 2002, active hourly employees at Cleveland were offered an early retirement window. Nine active employees elected to retire under these window provisions which enhanced benefits.	
New Early Retirement Window	
• Eligibility	Effective December 1, 2007, a defined list of participants were offered an early retirement window and are entitled to a new early retirement window benefit.
• Benefit	<ul style="list-style-type: none"> • No early retirement reduction factor upon retirement, and • Temporary supplement of \$600 per month payable until age 62, but not less than two years.
Deferred vested	
• Eligibility	5 years continuous service
• Benefit	Accrued Benefit deferred to 65 or reduced 7.2% for each year prior to 65 once eligible for early.
Disability	
• Eligibility	10 years continuous service

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Accrued Benefit payable immediately, plus, if not eligible for Social Security, a temporary supplement payable to 65 equal to \$24.50 x Continuous Service less Disability payments.
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Pre-retirement death

• Eligibility	5 years continuous service
• Benefit	Surviving spouse receives 55% of Benefit calculated as if the participant retired early at first possible date and elected J&S coverage.

Shelby/Lexington/Chester

Effective date	May 1, 1967
Group Number	032
Status of the plan	Effective February 1, 2006, this Appendix is frozen to new entrants. Active participants that have less than 60 points (age + service) as of 12/31/2011 will not have ongoing benefit accruals after 12/31/2011. Active participants that have greater than 60 points as of 12/31/2011 will not have ongoing benefit accruals after 12/31/2020.

Significant events that occurred during the year None

Definitions

• Type of plan	Dollar Per Month
• Normal form	Life Annuity
• Continuous service	From Date of Hire
• Plan eligibility	Date of Hire
• Pension earnings	N/A
• Employee contributions	None
• Class	Hourly Employees
• Accrued benefit	\$36.00 x Continuous Service

Normal retirement

• Eligibility	Age 65
• Benefit	Accrued Benefit payable immediately.

Early retirement

• Eligibility	Age 55 with 10 years continuous service
• Benefit	Accrued Benefit reduced 5.0% for each year prior to Social Security Normal Retirement Age - 4.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	5 years continuous service
• Benefit	Accrued Benefit deferred to 65 or reduced 7.2% for each year prior to 65 once eligible for early.
Disability	
• Eligibility	10 years continuous service
• Benefit	Accrued Benefit payable immediately, plus, if not eligible for Social Security, a temporary supplement payable to 65 equal to \$14.00 x Continuous Service less Disability payments.
Pre-retirement death	
• Eligibility	5 years continuous service
• Benefit	Surviving spouse receives 50% of Benefit calculated as if the participant retired early at first possible date and elected J&S coverage.
Optional form conversion factors	Joint & Survivor conversion tables were changed from the 90% $\pm$ 5 to the 95% $\pm$ 5 table for retirements on and after July 1, 1998.

Crestline

Effective date	April 1, 1966
Group Number	033
Status of the plan	This Appendix is frozen to new entrants and no longer has ongoing benefit accruals.
Significant events that occurred during the year	None
Definitions	
• Type of plan	Dollar Per Month
• Normal form	Life Annuity
• Continuous service	From Date of Hire
• Plan eligibility	Date of Hire
• Pension earnings	N/A
• Employee contributions	None
• Class	Hourly Employees covered by Bargaining Agreement
• Accrued benefit	A + B where: A = \$28.00 x continuous service (maximum 29 years) B = \$31.00 x continuous service (over 29 years)

Schedule SB, Part V — Summary of Plan Provisions

• Auto Glass Divestiture	As part of the auto glass divestiture, continuous service was frozen as of the sale date of 9/30/2008. Participants continue to earn eligibility service during continued employment with PGW. Special 30-year early retirement benefits are prorated between PPG and PGW.
Normal retirement	
• Eligibility	Age 65
• Benefit	Accrued Benefit payable immediately.
Early retirement	
• Eligibility	Age 60 with 10 years continuous service Age 55 or Age + Service = 85
• Benefit	Accrued Benefit reduced for each year prior to 62. See Exhibit A.
Special early retirement	
• Eligibility	Age 62 with 15 years continuous service
• Benefit	Accrued Benefit payable immediately plus temporary supplement payable to 65 that provides a total benefit of twice the accrued benefit as if \$22.00/\$25.00 benefit levels were used.
Special 30 year retirement	
• Eligibility	Age 58 with 30 years continuous service
• Benefit	Accrued Benefit x early retirement factor payable immediately, subject to minimum guaranteed Benefit of \$825.00 prior to 62 and minimum guaranteed Benefit of \$415.00 after 62 and prior to 65.
Deferred vested	
• Eligibility	5 years continuous service
• Benefit	Accrued Benefit deferred to 65 or reduced 6.667% for each year prior to 65 once eligible for early.
Disability⁵	
• Eligibility	10 years continuous service
• Benefit	Accrued Benefit payable immediately, plus, if not eligible for Social Security, a temporary supplement payable to 65 equal to \$14.00 x Continuous Service (maximum \$350.00) less Disability payments.
Pre-retirement death	
• Eligibility	5 years continuous service

⁵ Also includes the Special 30-Year Benefit.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Surviving spouse receives 60% of Benefit calculated as if the participant retired early at first possible date and elected J&S coverage.
Post retirement death	Reduction in Benefit required for J&S Coverage is removed in event of spouse's death after commencement date of pension with waiting period.

Tipton

Effective date	April 1, 1966
Group Number	034
Status of the plan	This Appendix is frozen to new entrants and no longer has ongoing benefit accruals.
Significant events that occurred during the year	None

Definitions

• Type of plan	Dollar Per Month
• Normal form	Life Annuity
• Continuous service	From Date of Hire
• Plan eligibility	Date of Hire
• Pension earnings	N/A
• Employee contributions	None
• Class	Hourly Employees covered by Bargaining Agreement
• Accrued benefit	A + B where: A = \$28.00 x continuous service (maximum 29 years) B = \$31.00 x continuous service (over 29 years)
• Auto Glass Divestiture	As part of the auto glass divestiture, continuous service was frozen as of the sale date of 9/30/2008. Participants continue to earn eligibility service during continued employment with PGW. Special 30-year early retirement benefits are prorated between PPG and PGW.

Normal retirement

• Eligibility	Age 65
• Benefit	Accrued Benefit payable immediately.

Early retirement

• Eligibility	Age 60 with 10 years continuous service Age 55 or Age + Service = 85
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Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Accrued Benefit reduced for each year prior to 62. See Exhibit A.
Special early retirement	
• Eligibility	Age 62 with 15 years continuous service
• Benefit	Accrued Benefit payable immediately plus temporary supplement payable to 65 that provides a total benefit of twice the accrued benefit as if \$22.00/\$25.00 benefit levels were used.
Special 30 year retirement	
• Eligibility	Age 58 with 30 years continuous service
• Benefit	Accrued Benefit x early retirement factor payable immediately, subject to minimum guaranteed Benefit of \$825.00 prior to 62 and minimum guaranteed Benefit of \$415.00 after 62 and prior to 65.
Deferred vested	
• Eligibility	5 years continuous service
• Benefit	Accrued Benefit deferred to 65 or reduced 6.667% for each year prior to 65 once eligible for early.
Disability⁶	
• Eligibility	10 years continuous service
• Benefit	Accrued Benefit payable immediately, plus, if not eligible for Social Security, a temporary supplement payable to 65 equal to \$14.00 x Continuous Service (maximum \$350.00) less Disability payments.
Pre-retirement death	
• Eligibility	5 years continuous service
• Benefit	Surviving spouse receives 60% of Benefit calculated as if the participant retired early at first possible date and elected J&S coverage.
Post retirement death	
	Reduction in Benefit required for J&S Coverage is removed in event of spouse's death after commencement date of pension with waiting period.

In early 1998, employees at Tipton were offered a voluntary limited program of severance. Any employee who applied for the limited program of severance who was eligible for a retirement benefit under the pension plan on the date of severance was eligible for a monthly special pension benefit. The monthly special pension benefit was an amount equal to the accrued pension benefit the employee has earned under the pension plan provisions at the date of severance. The monthly special pension benefit is payable through the end of the month the

⁶ Also includes the Special 30-Year Benefit.

Schedule SB, Part V — Summary of Plan Provisions

employee becomes 62 years of age. The special pension benefit payable to an employee under this program is capped at one and one-half times (1-1/2) the severance benefit.

Employees who elected to participate in the voluntary limited program of severance and who were eligible to receive the special pension benefit shall be eligible to receive the special early retirement benefit upon attainment of age 62. The special early retirement benefit is payable from age 62 to age 65 under the provisions of the pension plan. At age 65, the pension benefit will be adjusted to normal rates.

Glass Voluntary

Effective date	January 1, 1969
Group Number	036
Status of the plan	Spun off to PPG Auto Glass effective October 1, 2000.
Significant events that occurred during the year	None
Definitions	
• Type of plan	Dollar Per Month
• Normal form	Life Annuity
• Plan eligibility	Date of Hire
• Pension earnings	N/A
• Employee contributions	None
• Class	Hourly Employees
• Accrued benefit	\$20.00 x continuous service (maximum 35 years)
Normal retirement	
• Eligibility	Age 65
• Benefit	Accrued Benefit but not less than \$150.00 per month payable immediately.
Early retirement	
• Eligibility	Age 60 with 10 years continuous service, or Age 55 or Age + Service = 85
• Benefit	Accrued Benefit reduced 7.2% for each year prior to 65 for Age 60 and 10 eligibility. For Age 55 or Age + Service = 85, unreduced accrued benefit for retirements within 3 years of SSNRA. For retirements more than 3 years prior to SSNRA, accrued benefit reduced 6.0% for each year prior to 3 years before SSNRA.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	5 years continuous service
• Benefit	Accrued Benefit deferred to 65 or reduced 7.2% for each year prior to 65 once eligible for early.
Disability	
• Eligibility	10 years continuous service
• Benefit	Accrued Benefit payable immediately less Disability payments.
Pre-retirement death	
• Eligibility	5 years continuous service
• Benefit	Surviving spouse receives 50% of Benefit calculated as if the participant retired early at first possible date and elected J&S coverage.
Optional form conversion factors	Joint & Survivor conversion tables were changed from the 90% to the 95% table for retirements on and after January 1, 1999.

Baltimore

Effective date	October 22, 1954
Group Number	056
Status of the plan	Closed to new entrants and no active employees remain.
Significant events that occurred during the year	None
Definitions	
• Type of plan	Dollar Per Month
• Normal form	Life Annuity
• Continuous service	From Date of Hire
• Plan eligibility	Date of Hire
• Pension earnings	N/A
• Employee contributions	None
• Class	Hourly Employees covered by Bargaining Agreement
• Accrued benefit	\$12.50 x continuous service
Normal retirement	
• Eligibility	Age 65
• Benefit	Accrued Benefit payable immediately

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
• Eligibility	Age 62 with 10 years continuous service
• Benefit	Accrued Benefit payable immediately
Deferred vested	
• Eligibility	5 years continuous service
• Benefit	Accrued Benefit deferred to 65 or reduced 7.2% for each year prior to 65 once eligible for early
Disability	
• Eligibility	10 years continuous service
• Benefit	Accrued Benefit payable immediately, plus, if not eligible for Social Security, a temporary supplement payable to 65 equal to \$6.25 x Continuous Service less Disability payments
Pre-retirement death	
• Eligibility	5 years continuous service
• Benefit	Surviving spouse receives 50% of Benefit calculated as if the participant retired early at first possible date and elected J&S coverage

Lincoln

Effective date	November 15, 1958
Group Number	071
Status of the plan	Closed to new entrants and no active employees remain.
Significant events that occurred during the year	None
Definitions	
• Type of plan	Dollar Per Month
• Normal form	Life Annuity
• Continuous service	From Date of Hire
• Plan eligibility	Date of Hire
• Pension earnings	N/A
• Employee contributions	None
• Class	Hourly Employees covered by Bargaining Agreement
• Accrued benefit	\$19.75 x continuous service
Normal retirement	
• Eligibility	Age 65

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Accrued Benefit payable immediately
Early retirement	
• Eligibility	Age 60 with 10 years continuous service
• Benefit	Accrued Benefit reduced 6.667% for each year prior to 62.
Special early retirement	
• Eligibility	Age 55 or Age + Service = 85
• Benefit	Accrued Benefit reduced 6.667% for each year prior to 62 plus temporary supplement equal to \$300.00 payable to 62
Deferred vested	
• Eligibility	5 years continuous service
• Benefit	Accrued Benefit deferred to 65 or reduced 6.667% each year prior to 65 once eligible for early.
Disability	
• Eligibility	10 years continuous service
• Benefit	Accrued Benefit payable immediately, plus, if not eligible for Social Security, a temporary supplement payable to 65 equal to \$.50x Continuous Service less Disability payments.
Pre-retirement death	
• Eligibility	5 years continuous service
• Benefit	Surviving spouse receives 50% of Benefit calculated as if the participant retired early at first possible date and elected J&S coverage.

**Hourly Pension Plans
Benefit Level Summary**

Number	Appendix Name	Date of Most Recent Contract	Benefit Level on 1/1/2012	Benefit Level in Year of Contract*		
				1	2	3
031	Cleveland	01/01/2008	49.00	49.00	49.00	49.00
032	Shelby/Lexington/Chester	02/01/2006	36.00	36.00	36.00	36.00
036	Glass Voluntary	09/01/1999	20.00	20.00	20.00	20.00
056	Baltimore	05/06/1988	12.50	12.00	12.50	12.50
071	Lincoln	08/03/1989	19.75	17.75	18.75	19.75

Schedule SB, Part V — Summary of Plan Provisions*Benefit Level Depends on Service***Same Benefit Level for Following Two Appendices**

033	Crestline	03/01/2005	28.00	28.00	28.00	28.00
			31.00	31.00	31.00	31.00
034	Tipton	03/01/2005	28.00	28.00	28.00	28.00
			31.00	31.00	31.00	31.00

Funding target liability for all plans has been determined recognizing the highest benefit levels in effect as of January 1, 2012.

Early Retirement Reduction Percentages*Retirement Income Plan - Appendix 039*

Years Prior to SSNRA When Pension Commences	Percentage for Retirement Without 80 Points	Percentage for Retirements With 80 Points Applied To Basic Benefit	Percentage for Retirements With 80 Points Applied To Excess Benefit
10	44.2%	58.0%	50.0%
9	47.5	64.0	53.3
8	51.2	70.0	56.7
7	55.3	76.0	60.0
6	59.8	82.0	63.3
5	64.8	88.0	66.7
4	70.4	94.0	73.3
3	76.6	100.0	80.0
2	83.5	100.0	86.7
1	91.2	100.0	93.3
0	100.0	100.0	100.0

Schedule SB, Part V — Summary of Plan Provisions***To Be Used on Frozen Accrued Benefit***

Age When Pension Commences	Percentage for Retirement Without 80 Points	Percentage for Retirements With 80 Points
55	44.2%	58.0%
56	47.5	64.0
57	51.2	70.0
58	55.3	76.0
59	59.8	82.0
60	64.8	88.0
61	70.4	94.0
62	76.6	100.0
63	83.5	100.0
64	91.2	100.0
65 and over	100.0	100.0

Crestline and Tipton

Age When Pension Commences	Percentage
55	57.9%
56	63.5
57	69.4
58	75.2
59	80.8
60	86.7
61	93.3
62 and over	100.0

Maximum annual compensation

Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2012 the limit is \$250,000.

Maximum annual benefits

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.