

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>HUSSMANN CORPORATION RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>039</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1947</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>039</u>	1c Effective date of plan <u>04/01/1947</u>	
1b Three-digit plan number (PN) ▶	<u>039</u>				
1c Effective date of plan <u>04/01/1947</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HUSSMANN CORPORATION</u> <u>12999 ST. CHARLES ROCK ROAD</u> <u>BRIDGETON, MO 63044</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>43-0156220</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>314-291-2000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>333410</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>43-0156220</u>	2c Sponsor's telephone number <u>314-291-2000</u>	2d Business code (see instructions) <u>333410</u>	
2b Employer Identification Number (EIN) <u>43-0156220</u>					
2c Sponsor's telephone number <u>314-291-2000</u>					
2d Business code (see instructions) <u>333410</u>					

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 5859
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 2119	
b Retired or separated participants receiving benefits.....	6b 1637	
c Other retired or separated participants entitled to future benefits.....	6c 1566	
d Subtotal. Add lines 6a , 6b , and 6c	6d 5322	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 402	
f Total. Add lines 6d and 6e	6f 5724	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 0	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 71	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 3H 1C		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>2</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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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 HUSSMANN CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ►	039
C Plan sponsor's name as shown on line 2a of Form 5500 HUSSMANN CORPORATION	D Employer Identification Number (EIN) 43-0156220	

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

(a) Name of insurance carrier

AXA EQUITABLE - ANNUITY GROUP

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5570651	62944	AC-0742		01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	111528
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	2271
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	9050
▶ UNREALIZED GAINS		
(6) Total additions	7c(6)	11321
d Total of balance and additions (add lines 7b and 7c(6))	7d	122849
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	16395
(2) Administration charge made by carrier	7e(2)	3689
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	20084
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	102765

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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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 HUSSMANN CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ►	039
C Plan sponsor's name as shown on line 2a of Form 5500 HUSSMANN CORPORATION	D Employer Identification Number (EIN) 43-0156220	

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

(a) Name of insurance carrier

AETNA LIFE INSURANCE

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-6033492	60054	5913		01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	1803082
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	93644
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	93644
d Total of balance and additions (add lines 7b and 7c(6))	7d	1896726
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	26720
(2) Administration charge made by carrier	7e(2)	17928
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	44648
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1852078

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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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>HUSSMANN CORPORATION RETIREMENT 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>HUSSMANN CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0156220</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>216725998</u>
b Actuarial value	2b <u>214311198</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1984</u> <u>90292857</u>
b For terminated vested participants.....	3b <u>1666</u> <u>34124072</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>5305682</u>
(2) Vested benefits.....	3c(2) <u>67156549</u>
(3) Total active	3c(3) <u>2209</u> <u>72462231</u>
d Total	3d <u>5859</u> <u>196879160</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>6.99 %</u>
6 Target normal cost.....	6 <u>3707384</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/01/2013</u>
Signature of actuary		Date
<u>SEAMUS DOYLE</u>		<u>11-05809</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>617-638-3700</u>
Firm name		Telephone number (including area code)
<u>800 BOYLSTON STREET</u> <u>PRUDENTIAL TOWER</u> <u>BOSTON, MA 02199-8103</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)	39339900	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	4304581	0
9	Amount remaining (line 7 minus line 8)	35035319	0
10	Interest on line 9 using prior year's actual return of 5.56%	1947964	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.25% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	36983283	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	90.06 %
15	Adjusted funding target attainment percentage	15	109.67 %
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	100.47 %
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	
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	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
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	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	3707384	
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	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	3707384	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	3707384	0	3707384
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

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

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

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

A Name of plan <u>HUSSMANN CORPORATION RETIREMENT 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>HUSSMANN CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0156220</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

DIVERSIFIED

13-3689044

(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 50	NONE	132275	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

JP MORGAN CHASE

13-4994650

(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 50	NONE	103534	Yes ☒ No ☐	Yes ☒ No ☐	1909	Yes ☒ No ☐

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

TOWERS WATSON DELAWARE INC.

53-0181291

(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 50	NONE	57733	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)

GREENSFELDER, HEMKER & GALE, P.C.

43-1313567

(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 50	NONE	38800	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACK ROCK SOLUTIONS

94-3112180

(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 50	NONE	32360	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> 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>HUSSMANN CORPORATION RETIREMENT 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>HUSSMANN CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0156220</u>

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

a Name of MTIA, CCT, PSA, or 103-12 IE: US DEBT INDEX NON-LENDABLE FUND

b Name of sponsor of entity listed in (a): BLACK ROCK INSTITUTIONAL TRUST COMP

c EIN-PN <u>26-4149955-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>60917235</u>
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG TERM CREDIT BOND INDEX NL

b Name of sponsor of entity listed in (a): BLACK ROCK INSTITUTIONAL TRUST COMP

c EIN-PN <u>26-3797251-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>43448290</u>
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MSCI ACWI EQUITY INDEX FU

b Name of sponsor of entity listed in (a): BLACK ROCK INSTITUTIONAL TRUST COMP

c EIN-PN <u>26-3816145-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>116287061</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)
-----------------	----------------------	---

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

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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan HUSMANN CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ►	039
C Plan sponsor's name as shown on line 2a of Form 5500 HUSMANN CORPORATION	D Employer Identification Number (EIN) 43-0156220	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	71935104	2103441
(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)	142877366	220652586
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	
(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)	1914609	1954843
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	216727079	224710870

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	48611	134002
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	48611	134002

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	216678468	224576868
---	-----------	-----------	-----------

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)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	101700	
(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)		101700
(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)		0
(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)		0
(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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		22658995
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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		22760695

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14217610	
(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)		14217610
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)	96533	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	264752	
(4) Other	2i(4)	283400	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		644685
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14862295

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		7898400
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: BROWN SMITH WALLACE, LLC

(2) EIN: 43-1001367

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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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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>HUSSMANN CORPORATION RETIREMENT 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>HUSSMANN CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0156220</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-3795042</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>60</u>

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☒ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 55% Investment-Grade Debt: 45% High-Yield Debt: _____% Real Estate: _____% 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): _____

HUSSMANN CORPORATION RETIREMENT PLAN

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2012

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Independent Auditor's Report

To the Participants and Plan Administrator of the
Husmann Corporation Retirement Plan
St. Louis, Missouri

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by JP Morgan Chase Bank, the custodian and trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian and trustee hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, 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.

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, 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.

Brown Smith Wallace LLC

St. Louis, Missouri

October 2, 2013

HUSSMANN CORPORATION RETIREMENT PLAN**Statements of Net Assets Available for Benefits**

December 31, 2012 and 2011

(See Independent Auditor's Report)

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value		
Cash and cash equivalents	\$ 2,103,441	\$ 71,935,104
Common/collective trusts	220,652,586	142,877,366
Group annuity contracts	<u>1,954,843</u>	<u>1,914,609</u>
Total assets	<u>224,710,870</u>	<u>216,727,079</u>
LIABILITIES		
Accrued expenses	<u>134,002</u>	<u>48,611</u>
Total liabilities	<u>134,002</u>	<u>48,611</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 224,576,868</u></u>	<u><u>\$ 216,678,468</u></u>

The accompanying notes are an integral part of these financial statements.

HUSSMANN CORPORATION RETIREMENT PLAN**Statements of Changes in Net Assets Available for Benefits**

Years ended December 31, 2012 and 2011

(See Independent Auditor's Report)

	2012	2011
Additions to net assets attributable to:		
Investment income:		
Plan's interest in income of the Collective Trust Fund (Master Trust Fund)	\$ -	\$ 11,161,685
Interest and dividend income	101,700	104,654
Net appreciation in fair value of common/collective trusts	22,658,995	877,366
Total investment income	22,760,695	12,143,705
Total additions	22,760,695	12,143,705
Deductions from net assets attributable to:		
Benefits paid to participants	14,217,610	14,324,279
Administrative expense	644,685	817,914
Total deductions	14,862,295	15,142,193
NET INCREASE (DECREASE)	7,898,400	(2,998,488)
Net assets available for benefits at beginning of year	216,678,468	219,676,956
Net assets available for benefits at end of year	\$ 224,576,868	\$ 216,678,468

The accompanying notes are an integral part of these financial statements.

HUSSMANN CORPORATION RETIREMENT PLAN**Statement of Accumulated Plan Benefits**

December 31, 2011 *

(See Independent Auditor's Report)

Actuarial present value of accumulated plan benefits (Note B)

Vested benefits:

Participants currently receiving payments	\$ 91,000,130
Participants entitled to deferred benefits	35,987,008
Other participants	<u>74,385,783</u>

Total vested benefits	201,372,921
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Nonvested benefits	<u>5,619,204</u>
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Total actuarial present value of accumulated plan benefits	<u><u>\$ 206,992,125</u></u>
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* Based on the latest actuarial valuation at January 1, 2012

The accompanying notes are an integral part of these financial statements.

HUSSMANN CORPORATION RETIREMENT PLAN**Statement of Changes in Accumulated Plan Benefits**

Year ended December 31, 2011 *

(See Independent Auditor's Report)

Actuarial present value of accumulated plan benefits at January 1, 2011	\$ 189,286,924
Increase (decrease) during the year attributable to:	
Benefits accumulated	3,758,933
Increase for interest due to the decrease in the discount period	13,476,570
Net actuarial (gains)/losses	3,936,544
Benefits paid	(14,324,279)
Change of assumptions	<u>10,857,433</u>
Net increase during the year	<u>17,705,201</u>
Actuarial present value of accumulated plan benefits at January 1, 2012	<u><u>\$ 206,992,125</u></u>

* Based on the latest actuarial valuation at January 1, 2012

The accompanying notes are an integral part of these financial statements.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements**

December 31, 2012

(See Independent Auditor's Report)

Note A - Description of the Plan

The following brief description of the Hussmann Corporation Retirement Plan (the "Plan") is intended for general information purposes. Participants should refer to the Plan document for complete information.

General

The Plan is a defined benefit pension plan covering eligible non-union hourly, salaried and bargained employees of Hussmann Corporation, (the "Company") and any affiliate who has adopted the Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

At December 31, 2010, the Ingersoll Rand Company served as sponsor of the Plan and its parent, Ingersoll-Rand plc, had the authority to amend or terminate the Plan, subject to certain restrictions. On September 30 and November 30, 2011, Ingersoll-Rand plc through a series of transactions transferred the majority of its interest in Hussmann International, Inc. and certain companies affiliated with Hussmann International, Inc. to Clayton, Dubilier & Rice, LLC (the "Transaction"). In conjunction with this ownership change, the Plan was amended to (i) include the participation of all salaried and non-bargained employees hired after December 31, 2009, and all "Business Employees" as defined by the stock purchase agreement, who would otherwise satisfy the Plan's eligibility requirement, (ii) change the Plan Sponsor to Hussmann Corporation, (iii) change the Plan name to the "Hussmann Corporation Retirement Plan", (iv) provide that members of the Benefits Investment Committee and Benefits Administration Committee should consist of individuals appointed by Hussmann Corporation, and (v) authorize Hussmann Corporation to have the authority to amend and/or terminate the Plan. During August of 2012, the Plan was amended to exclude all future nonunion hourly and salaried employees from entering the Plan.

JP Morgan Chase Bank, as trustee, has the authority and responsibility to hold, manage and protect the assets of the Plan in accordance with the provisions of the trust agreement and ERISA requirements.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note A - Description of the Plan (Continued)**Pension Benefits**

Employees who satisfy the Plan's eligibility requirement become fully vested in accordance with the vesting schedule set forth in the Plan and are entitled to annual pension benefits beginning at the normal retirement age (65). Benefits are calculated under the applicable appendices incorporated in the Plan and reflect total years and months of credited service. The benefit calculation for non-collectively bargained employees, expressed as a single life annuity, is based on Credited Service, average compensation in the highest consecutive five of the final ten years of employment and the benefit formula as established by the applicable appendices of the Plan. The benefit calculation for collectively bargained employees, expressed as a single life annuity, is based on credited service and a negotiated flat-dollar accrual rate established by the applicable adoption agreement. Early retirement benefits are available and require age and service requirements under certain appendices of the Plan. Death benefits are paid pursuant to the applicable appendix of the Plan and applicable laws.

Certain vested participants who become disabled are entitled to a vested deferred retirement benefit calculated in the same manner as an early retirement benefit. Vesting is based on the vesting schedule set forth in the Plan.

Note B - Summary of Significant Accounting Policies**Basis of Accounting**

The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"), except participant benefit payments which are recorded when distributed.

Use of Estimates

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

Cash and Cash Equivalents

The Plan classifies money market mutual funds as cash equivalents.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note B - Summary of Significant Accounting Policies (Continued)**Valuation of Investments**

At January 1, 2011, the Plan assets and investments were held in the Ingersoll-Rand Collective Trust Fund ("CTF"), a master trust administered by JP Morgan Chase Bank (the "Trustee"). The CTF provided unified investment management for certain pension plans of the Ingersoll-Rand Company and its domestic subsidiaries. The Plan held an undivided interest in the underlying assets of the CTF, the CTF maintained separate accounts at fair value for each participating plan. Each account recorded contributions, benefit payments and direct plan disbursements and receipts, and a pro rata share of indirect expenses, realized and unrealized gains or losses, interest and dividend income. Pro-rated items were allocated monthly to each account based on each participating Plan's beginning of month asset value in relation to the total CTF assets. These funds were liquidated to a cash position and transferred out of the master trust and into a separate Hussmann Corporation account at JP Morgan Chase Bank in September 2011 in conjunction with the Transaction.

The Plan's investments at December 31, 2012 and 2011 are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date. Net appreciation (depreciation) represents the Plan's net realized and unrealized gains and losses on investments.

Funding Policy

The Company's funding policy is to make annual minimum contributions as required by law and determined by the actuary, and other contributions in its discretion as allowed by law. The actuary determines the required contributions using the Projected Unit Credit Cost Method. As determined by the actuary, no contributions were required during 2012 and 2011.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note B - Summary of Significant Accounting Policies (Continued)**Expenses**

The Plan pays all eligible expenses, other than those absorbed by the plan sponsor on a discretionary basis, incurred in administering the Plan and a pro rata share of the CTF expenses through September 30, 2011. The Plan's actuarial cost method includes a factor to fund such expenses through employer contributions. Fees paid by the Plan include various professional fees, investment fees, Pension Benefit Guaranty Corporation ("PBGC") fees and any other costs of administering the Plan. The PBGC requires the Plan to pay an annual fee based on the number of participants in the Plan.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service rendered by the Plan's participants. Accumulated plan benefits include benefits expected to be paid to (i) retired or terminated employees or their beneficiaries; (ii) beneficiaries of employees who have died; and (iii) present employees or their beneficiaries. Benefits payable under all circumstances are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits was determined by the Plan's actuary 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 between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation at January 1, 2012 were as follows:

- Participants' life expectancy for non-disabled participants utilized the mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants. Life expectancy for disabled participants utilized mortality rates in accordance with Revenue Ruling 96-7.
- Retirement ages, which start at 55 and use actual plan experience.
- Compensation is assumed to increase at the rate of 3.5% each year, compounded annually.
- Investment return, equal to the average interest rate is assumed to be 6.75% for funding.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note B - Summary of Significant Accounting Policies (Continued)**Actuarial Present Value of Accumulated Plan Benefits (Continued)**

- Pension Protection Act effective interest rate, which is assumed to be 6.99%.

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

Note C - Fair Value Measurements

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

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note C - Fair Value Measurements (Continued)

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

Commingled funds: The investments are public investment vehicles valued using the Net Asset Value ("NAV") provided by the fund manager. The NAV is based on the value of the underlying assets owned by the fund, minus the liabilities, and then divided by the number of shares outstanding. The NAV is a reasonable exit price, but it is a quoted price in a market that does not have identical assets. Therefore, these assets are classified as Level 2.

U.S. government and agency obligations: A limited number of these investments are valued at the closing price reported in the major market on which the individual securities are traded. Where quoted prices are available in an active market, the investments are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available for the specific security, then fair values are estimated using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Such securities are classified as Level 2.

Corporate and foreign bonds: A limited number of these investments are valued at the closing price reported on the major market on which the individual securities are traded. Where quoted prices are available in an active market, the investments are classified as Level 1. If quoted market prices are not available for the specific security, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows, which are classified as Level 2.

Mortgage-backed securities, collateralized mortgage obligations and other asset-backed securities: Prices are based on a compilation of primarily observable market information or a broker quote in a non-active market, which are classified as Level 2.

Group Annuity Contracts: The investments are valued at fair value. Fair value is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer. Such assets are classified within Level 3.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note C - Fair Value Measurements (Continued)

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

The following summarizes the classification of the Plan's investments by classification and method as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 2,643,441	\$ -	\$ -	\$ 2,643,441
Equity investments:				
Commingled funds – equity specialty (a)	-	116,287,060	-	116,287,060
Fixed income investments:				
U.S. government and agency obligations (b)	-	30,694,407	-	30,694,407
Corporate and non – U.S. bonds	-	54,518,667	-	54,518,667
Asset-backed and mortgage-backed securities	-	18,612,452	-	18,612,452
Other fixed income (c)	-	-	1,954,843	1,954,843
Total	\$ 2,643,441	\$ 220,112,586	\$ 1,954,843	\$ 224,710,870

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note C - Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 72,198,098	\$ -	\$ -	\$ 72,198,098
Equity investments:				
Commingled funds – equity specialty (a)	-	72,286,900	-	72,286,900
Fixed income investments:				
U.S. government and agency obligations (b)	-	17,301,985	-	17,301,985
Corporate and non – U.S. bonds	-	38,768,003	-	38,768,003
Asset-backed and mortgage-backed securities	-	14,257,484	-	14,257,484
Other fixed income (c)	-	-	1,914,609	1,914,609
Total	\$ 72,198,098	\$ 142,614,372	\$ 1,914,609	\$ 216,727,079

(a) This class includes commingled funds managed by investment managers that focus on equity investments. It includes both indexed and actively managed funds.

(b) This class represents U.S. treasuries and state and municipal bonds.

(c) This class includes insurance contracts with guaranteed income.

Cash equivalents are valued daily based on quoted market prices. Fixed income securities are valued through a market approach with inputs including, but not limited to, benchmark yields, reported trades, broker quotes and issuer spreads. Commingled funds are valued at their daily net asset value (“NAV”) per share or the equivalent. NAVs are calculated by the investment manager or sponsor of the fund. Private real estate fund values are reported by the fund manager and are based on valuation or appraisal of the underlying investments.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note C - Fair Value Measurements (Continued)

The Plan establishes processes to ensure that the valuation for investments that are categorized within Level 3 of the fair value hierarchy are fair, consistent and reasonable. Plan Management is responsible for developing and overseeing the review process of the Plan's Level 3 Investments and their valuation. Plan management conducts an annual review of the activity within each of the Level 3 investments, verifying the activity and the ending balances are reasonable given the nature of the activity and the market.

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

	Level 3 Assets	
	Year ended December 31, 2012	
	Aetna Life Insurance Company	AXA Equitable Life Insurance Company
Balance, beginning of year	\$ 1,803,081	\$ 111,528
Realized gains	93,532	2,271
Unrealized gains	-	9,050
Sales	(44,535)	(20,084)
Balance, end of year	\$ 1,852,078	\$ 102,765

	Level 3 Assets	
	Year ended December 31, 2011	
	Aetna Life Insurance Company	AXA Equitable Life Insurance Company
Balance, beginning of year	\$ 1,759,184	\$ 130,100
Realized gains	96,950	2,488
Sales	(53,053)	(21,060)
Balance, end of year	\$ 1,803,081	\$ 111,528

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note D - Fair Value of Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31, 2012:

Investment Type	Fair Value at December 31, 2012	Fair Value at December 31, 2011	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common/Collective Trusts :					
BlackRock Long-Term Credit Bond Index	\$ 43,448,290	\$ 28,408,560	\$ -	Daily	Daily
BlackRock MSCI ACWI Equity	116,287,060	72,286,900	-	Daily	Daily
BlackRock US Debt Index	60,917,236	42,181,906	-	Daily	Daily

Note E - Investment Information Certified or Provided by the Trustee

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's rules and regulations for reporting and disclosure under ERISA. Accordingly, JP Morgan Chase Bank, the Trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits for the years ended December 31, 2012 and 2011, (Note C) and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012; and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

The following presents investments that represent five percent or more of the Plan's net assets available for benefits as of December 31:

	<u>2012</u>	<u>2011</u>
Investments at fair value:		
Cash and equivalents		
JP Morgan Chase US Government Money Market Mutual Fund	less than 5%	\$71,935,104
Common/collective trusts		
BlackRock Long-Term Credit Bond Index NL	\$ 43,448,290	28,408,560
BlackRock MSCI ACWI Equity	116,287,060	72,286,900
BlackRock US Debt Index Fund NL	60,917,236	42,181,906

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note F - Investments in the Collective Trust Fund ("Master Trust")

As of January 1, 2011, a majority of the Plan's investments were included in the CTF, which was established for the investment of assets of the Plan and several other Ingersoll-Rand Company sponsored retirement plans. Each participating retirement plan had an undivided interest in the CTF; however, sub-accounts were maintained by each participating plan. Assets of the CTF were held by the trustee. These funds were liquidated and transferred out of the CTF and to a separate Hussmann Corporation account in September 2011.

The following net appreciation in fair value of investments, interest, and dividend income and other receipts in the Statements of Changes in Net Assets Available for Benefits were certified by the trustee to be complete and accurate. The trustee also certified the Plan's proportionate share of such items to be complete and accurate.

Net realized and unrealized appreciation (depreciation) of investments and interest and dividend income for the CTF for the years ended December 31, 2011 was as follows:

Investment income:	<u>2011</u>
Net appreciation (depreciation) in fair value of investments	
U.S. Government and agency obligations	\$109,987,605
Corporate bonds	27,008,397
Commingled funds	(32,211,616)
Asset-backed and mortgaged-backed securities	(1,598,739)
Common and preferred stocks	275,664
Other investments	<u>3,240,921</u>
	106,702,232
Interest and dividend income	<u>48,622,402</u>
Total investment income	<u>\$155,324,634</u>

For the year ended December 31, 2011, the CTF generated total investment income for the Hussmann plan of approximately \$11.2 million. Included in these earnings were approximately \$4.2 million of interest and dividends and \$6.9 million of realized and unrealized earnings net of losses.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note G - Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to participants in an order of priority determined in accordance with ERISA and applicable regulations.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan is terminated. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits and the amount of benefit protection is subject to certain limitations.

Whether all participants receive their benefits should the Plan be terminated will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

Note H - Transactions with Parties-in-Interest

The Plan has invested in shares of a mutual fund managed by JP Morgan Chase Bank. JP Morgan Chase Bank is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. These transactions are allowable party-in-interest transactions under Section 408(b)(8) of the ERISA regulations.

Note I - Risks and Uncertainties

The Plan invests in various investments. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, and the level of uncertainty related to changes in fair values of such investments, it is at least reasonably possible that changes in such risks in the near term would materially affect the Plan's investment balances, and amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

HUSSMANN CORPORATION RETIREMENT PLAN**Notes to Financial Statements - Continued**

December 31, 2012

(See Independent Auditor's Report)

Note I - Risks and Uncertainties (Continued)

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

Note J - Tax Status

The Plan has received a favorable determination letter from the Internal Revenue Service dated August 29, 2002, which states that the Plan and its underlying trust qualify under the applicable provisions of the Internal Revenue Code (the "Code") and, therefore, are exempt from federal income taxes. The Plan and its underlying trust have been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in material compliance with the applicable requirements of the Code and has no income subject to unrelated business income tax. Therefore, no provisions for income taxes have been included in the Plan's financial statements.

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 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 2009.

Note K - Subsequent Events

The Plan has evaluated subsequent events through October 2, 2013, in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

Supplemental Schedule

HUSSMANN CORPORATION RETIREMENT PLAN
FEIN: 43-0156220
Plan#: 039

Schedule of Assets (Held at End of Year)
Form 5500 – Schedule H – Item 4i

December 31, 2012

(See Independent Auditor's Report)

a)b)	Identity of Issuer	c)	Description of Investment	d)	Cost	e)	Current Value
	Cash and cash equivalents:						
*	JP Morgan		JP Morgan Chase US Government Money Market Mutual Fund		\$ 2,103,441		\$ 2,103,441
	Common/Collective Trusts:						
	BlackRock		Long-Term Credit Bond Index NL		38,313,802		43,448,290
	BlackRock		MSCI ACWI Equity		101,262,242		116,287,060
	BlackRock		US Debt Index Fund NL		58,360,971		60,917,236
	Total Common/Collective Trusts:				197,937,015		220,652,586
	Group Annuity Contracts:						
	AXA Equitable Life Insurance Company		Insurance Contract, average interest rate of 2.27%		94,756		102,765
	Aetna Life Insurance Company		Insurance Contract, average interest rates ranging between 5.11% and 5.86%		1,949,805		1,852,078
	Total Group Annuity Contracts:				2,044,561		1,954,843
					<u>\$202,085,017</u>		<u>\$224,710,870</u>

* Party-in-interests.

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.	<small>OMB No. 1210-0110</small> 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 Hussmann Corporation Retirement 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 Hussmann Corporation	D Employer Identification Number (EIN) 43-0156220
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
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		216,725,998
b Actuarial value	2b		214,311,198
3 Funding target/participant count breakdown:			
	(1) Number of participants	(2) Funding Target	
a For retired participants and beneficiaries receiving payment	3a	1,984	90,292,857
b For terminated vested participants	3b	1,666	34,124,072
c For active participants:			
(1) Non-vested benefits	3c(1)		5,305,682
(2) Vested benefits	3c(2)		67,156,549
(3) Total active	3c(3)	2,209	72,462,231
d Total	3d	5,859	196,879,160
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		6.99 %
6 Target normal cost	6		3,707,384

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 Seamus Doyle <u>S.D.</u>	Date <u>10/1/2013</u>
	Type or print name of actuary Seamus Doyle	Most recent enrollment number 11-05809
	Firm name Towers Watson Delaware Inc.	Telephone number (including area code) (617) 638-3700
	Address of the firm 800 Boylston Street Prudential Tower Boston MA 02199-8103	

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)	39,339,900	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	4,304,581	0
9 Amount remaining (line 7 minus line 8)	35,035,319	0
10 Interest on line 9 using prior year's actual return of <u>5.56</u> %	1,947,964	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.25</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	36,983,283	0

Part III Funding Percentages

14 Funding target attainment percentage	14	90.06 %
15 Adjusted funding target attainment percentage	15	109.67 %
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	100.47 %
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	
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	0

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
5.54 %2nd segment:
6.85 %3rd segment:
7.52 %☐ N/A, full yield curve used**b** Applicable month (enter code):**21b**

4

22 Weighted average retirement age**22**

63

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**

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**

3,707,384

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

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33**

0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)**34**

3,707,384

35 Balances elected for use to offset funding requirement

Carryover balance

Prefunding balance

Total balance

3,707,384

0

3,707,384

36 Additional cash requirement (line 34 minus line 35)**36**

0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)**37**

0

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years**40**

0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected☐

2 plus 7 years

☐

15 years

b Eligible plan year(s) for which the election in line 41a was made☐

2008

☐

2009

☐

2010

☐

2011

42 Amount of acceleration adjustment**42****43** Excess installment acceleration amount to be carried over to future plan years**43**

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Hussmann Corporation
EIN/PN	43-0156220/039
Plan Name	Hussmann Corporation Retirement Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Seamus Doyle
Enrollment Number	11-05809

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 15
Reconciliation of differences between valuation results and amounts used to
calculate AFTAP
as of January 1, 2012

The AFTAP reported on line 15 reflects adjustments pertaining to the plan year subsequent to the valuation.

Date of AFTAP certification/ recertification	AFTAP	Description and the amount of each adjustment to the funding target, AVA, carryover balance, prefunding balance
September 29, 2012	109.67%	The difference in the certified AFTAP of 109.67% and the calculated AFTAP of 108.85% is due to a change in determination of the Return on Assets percentage based on corrected benefit payments for 2011. This update effected the Actuarial Value of Assets. The Actuarial Value of Assets for the AFTAP certification was \$215,935,465.

Plan Name: Hussmann Corporation Retirement Plan
EIN / PN: 43-0156220 / 039
Plan Sponsor: Hussmann Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2012

Employees are assumed to retire in accordance with the following probabilities:

(a) Salaried and nonbargaining employees:

Age	Probability
55-59	2%
60-61	0%
62	40%
63-64	5%
65	40%

(b) Bargaining employees:

Age	Probability
55-59	3%
60-61	5%
62	20%
63-64	5%
65	45%

The average expected retirement age for active participants, to the nearest integer, is age 63. This average age was determined by summing the following product for assumed retirement ages 55 through 65: (i) the number of expected employees at the applicable age times (ii) the assumed rate of retirement at the applicable age times (iii) the applicable age, where one salaried employee and one bargaining employee, are assumed to exist at age 55 and are then assumed to retire in accordance with the probabilities shown above. This result is then weighted by the relative number of employees in each group.

Plan Name:	Husmann Corporation Retirement Plan
EIN / PN:	43-0156220 / 039
Plan Sponsor:	Husmann Corporation
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Interest rate basis:

• Applicable month	September
• Yield curve basis	3-Segment Rates
• MAP-21 applied for funding	Yes
• MAP-21 applied for benefit restrictions	Yes

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	5.54%	2.06%
• Second segment rate	6.85%	5.25%
• Third segment rate	7.52%	6.32%
• Effective interest rate	6.99%	5.51%

Assumed cost of living adjustments

0.00%

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related expenses

\$512,000 of administrative expenses are assumed to be paid out of the trust in 2012 and are added to the target normal cost. This amount is based on the noninvestment-related expenses that were paid out of the plan in the prior fiscal year and the expected change in PBGC variable rate premium from the prior year to the current year.

Mortality

For non-disabled participants: The prescribed mortality assumption under Section §430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

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Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Salaried and non-bargaining employees:

Percentage retiring during the year		
Age	Males	Females
55-59	2%	2%
60-61	0%	0%
62	40%	40%
63-64	5%	5%
65	40%	40%

Bargaining employees:

Percentage retiring during the year		
Age	Males	Females
55-59	3%	3%
60-61	5%	5%
62	20%	20%
63-64	5%	5%
65	45%	45%

Disability

The 1985 Wyatt Pension Disability Study Unisex Class Three rates of disablement are used for bargaining employees. The 1985 Wyatt Pension Disability Study Unisex Class One rates of disablement are used for non-bargaining employees.

Compensation increases

For purposes of determining the target normal cost, compensation is assumed to increase by 3.500% during the plan year. For purposes of determining the additional funding target for maximum deductible contribution purposes, compensation is assumed to increase by 3.500% per annum.

Future increases in social security

For purposes of determining target normal cost and the additional funding target for maximum deductible contribution purposes, the National Average Wage Index is assumed to increase by 3.500% per annum.

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Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Representative termination rates not due to disability, retirement or mortality

Attained Age	Percentage leaving during the year	
	Males	Females
20	14.9%	14.9%
25	9.9%	9.9%
30	6.9%	6.9%
35	4.9%	4.9%
40	2.8%	2.8%
45	1.7%	1.7%
50	0.4%	0.4%
55	0.0%	0.0%

In addition, the rates of withdrawal used for the first three years of service are 30%, 25% and 20%, respectively.

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Form of payment

a) Husmann Salaried and Non-Bargaining Employees

33% of all participants who retire directly from active service after age 55 are assumed to elect the single life annuity or, if married, the actuarial equivalent 50% joint and survivor annuity. The single life annuity includes a ten year guarantee; the joint and survivor annuity is assumed to be equivalent to this form of payment.

67% of all participants who retire directly from active service after age 55 and 100% of vested employees who terminate employment prior to age 55 are assumed to elect the lump sum payment option. The lump sum payable is assumed to be the greater of

- i. the immediate life annuity multiplied by 10, and
- ii. the actuarially equivalent lump sum of the deferred life annuity, determined using interest rates based on the 3 segment rates used for determination of the Funding Target and the applicable mortality under Revenue Ruling 2007-67.

b) Husmann Bargaining Employees

All participants are assumed to elect the single life annuity or, if married, the actuarial equivalent 50% joint and survivor annuity.

c) Former Employees with Deferred Vested Benefits

All participants are assumed to elect a single life annuity, with a 10 year guarantee for non-bargaining employees who terminated employment after December 31, 2002.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 85% of eligible male participants and 55% percent of eligible female participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Plan compensation

Plan compensation is actual gross earnings during the prior year provided by the employer.

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Asset method

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year.)

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Participant Data

Employee data was supplied by Ingersoll Rand as of the census date. Hussmann Corporation provided a W-2 file with actual pay for 2011 and a check register for December 2011. We have not independently verified the accuracy or completeness of the data or information provided, but we have performed limited checks for reasonableness. The following assumptions were made for missing data elements:

- In cases where an accrued benefit was not provided for a terminated vested participant we have used an amount equal to the average accrued benefit for the bargained employees or nonbargained employees, whichever is applicable to the specific employee.
- For terminated vested participants for whom a date of termination is not provided, we have assumed the termination occurred prior to 2003.
- Terminated vested participants over age 65 were assumed to receive benefits actuarially increased from age 65 to January 1, 2011 under the actuarial equivalence basis detailed in the plan document.

The December 31, 2002 accrued benefit ("A-piece") and December 31, 2002 credited service for active salaried and non-bargained employees, as used in the valuation, are estimates and have not yet been certified by the employer.

Funding Target

Present value of accrued benefits.

Target Normal Cost

Present value of benefits expected to accrue during plan year plus plan-related expenses.

Plan Name:	Hussmann Corporation Retirement Plan
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Benefits Not Included in Valuation

All benefits described in the Plan Provisions section of this report were valued based on discussions with Hussmann Corporation. regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with Hussmann Corporation. and based on that review, is not aware of any significant benefits required to be valued that were not.

Changes in assumptions and methods since last actuarial valuation

- Mortality and interest rates were updated as prescribed.
- Interest rate used for compensation increases was changed from 5.25% to 3.50%
- Interest rate for National Average Wage Index was changed from 4.50% to 3.50%

Plan Name: Hussmann Corporation Retirement Plan
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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

SALARIED AND NON-BARGAINING HOURLY EMPLOYEES ACTIVE JANUARY 1, 2003 AND LATER

1. Effective date(s)

(a) Original

January 1, 1981

(b) Amendments

Effective December 31, 1999, the Hussmann Corporation Retirement Plan for Hourly Employees and the Hussmann Corporation Pension Plan for Hourly Paid Branch Service and Installation Employees were merged into the Hussmann Corporation Retirement Plan for Salaried Employees. The Salaried Plan was amended and restated to provide for the mergers and to change its name to the Hussmann International, Inc., Retirement Plan. The plan was amended effective January 1, 2005, to change the benefit multiplier for Bridgeton active participants, and January 1, 2006 to change the benefit multiplier for Gloversville active participants. The plan was amended effective January 1, 2010 to exclude from participation all salaried and non-bargaining employees hired after December 31, 2009.

The plan was amended effective October 1, 2011 to commence participation for all salaried and nonbargained employees hired after December 31, 2009 and to change its name from the Hussmann International, Inc. Retirement Plan to the Hussmann Corporation Retirement Plan.

2. Eligibility

Each employee employed by the Company becomes a member of the plan as of his date of employment excluding, however, except as otherwise provided in the plan:

- Members of a collective bargaining unit or employees accruing benefits under any other retirement plan of the Company
- Salaried employees under the age of 21

Effective December 31, 2002, the Refrigeration Engineering, Inc. (REI) Retirement Plan was merged into this Plan.

Effective January 1, 2003, certain non-bargaining hourly employees of National Refrigeration Systems (NRS) became participants of the Plan. These participants receive accruals under the plan for future service only commencing on or after January 1, 2003.

Effective January 1, 2010, participation is closed to all salaried and non-bargaining hourly employees hired after December 31, 2009.

Effective October 1, 2011, employees of Hussmann Corporation hired or rehired after December 31, 2009 became eligible to participate in the plan following the sale of the company by Ingersoll Rand. These employees will accrue a benefit under the plan based on credited service earned after October 1, 2011.

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3. Normal retirement

(a) Eligibility

An employee is eligible for a normal retirement benefit on the first day of the calendar month following the month in which he reaches age 65.

(b) Benefit formula

The monthly benefit payable at Normal Retirement Date is equal to the greater of [(i) + (ii) + (iii)] and (iv) below:

- (i) monthly accrued benefit at December 31, 2002 under the plan provisions in effect on December 31, 2002. For employees of REI, the frozen accrued benefit as of December 31, 2002 under the Refrigeration Engineering, Inc. Retirement Plan.
- (ii) 0.5% of Final Average Pay times years of credited service earned after December 31, 2002.
- (iii) Transition Benefit: 0.5% of Final Average Pay times years of credited service earned after December 31, 2002 up to a maximum of ten years. This transition benefit applies only to salaried employees who were participants in this plan on December 31, 2002, are at least age 45 and whose age plus service exceeds 55 on January 1, 2003 and does not apply to REI employees.
- (iv) 0.5% of Final Average Pay times all years of credited service

Final Average Monthly Earnings: The highest average of a participant's annual compensation for a 5 consecutive calendar year period during the last 10 calendar years preceding the date of termination of employment, divided by 12.

(c) Commencement date

Payments commence on the first day of the month succeeding the month during which the employee retires.

(d) Form of payment

For a single employee the normal form of payment is a monthly pension for the life of the employee. This single life annuity includes a ten year payment guarantee. For a married employee the normal form of payment is a reduced monthly pension which provides for a continuation of payments equal to one-half of the reduced pension to the surviving spouse after the employee's death. Any employee may elect, by written application, to receive the normal benefit or other optional forms of benefit payment.

Optional forms of payment include a lump sum payment, a contingent annuity and a life with term certain annuity.

For purposes of computing optional forms of payment other than those subject to Section 417(e) of the Code, Actuarial Equivalent shall be determined based on the factors set forth in Attachment A of the Plan Document.

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The Actuarial Equivalent for lump sum distributions made on or after January 1, 2008 shall be determined based on (i) the "applicable mortality table" as defined in Code Section 417(e) (3) of the Code (as amended from time to time) and (ii) the "applicable interest rate" as defined in Section 417(e)(3) of the Code (as amended from time to time) for the November immediately preceding the Plan Year of distributions. The applicable interest rate shall be effective for the entire Plan year in which the distribution occurs.

4. Early retirement

- (a) Eligibility** Every employee eligible for a vested benefit is entitled to commence benefits as of the first day of the calendar month following his separation from service or on the first day of any calendar month thereafter.
- (b) Benefit formula** The early retirement benefit is equal to the normal retirement benefit reduced by 0.3% for each whole calendar month that the benefit commencement date precedes the normal retirement date, provided that the reduction not exceed 85%. For certain participants, the adjustment factors described in Appendix B1 apply.
- (c) Commencement date** Payments commence on the first day of the month succeeding the month which includes the employee's normal retirement date or, if elected, on the first day of any month following the month in which the employee retires early or on the first day of any later month.
- (d) Form of payment** The form of payment is the same as for normal retirement, except that an employee may also choose to receive his benefit under the Social Security level benefit option if he retires at or after age 55 with at least 15 years of service.

5. Late retirement

- (a) Eligibility** All employees may work past the age of 65 and continue to earn credited service.
- (b) Benefit formula** Same as normal retirement.
- (c) Commencement date** Payments commence on the first day of the month succeeding the month during which the employee retires.
- (d) Form of payment** Same as normal retirement.

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6. Disability retirement

Any vested participant who becomes disabled after December 31, 2003 is entitled to the benefit described under (9) below.

7. Death prior to retirement

(a) Eligibility

The surviving spouse of an employee who is married on his date of death or the designated beneficiary of any employee who is not married on his date of death, who has a vested accrued benefit is eligible for a pre-retirement death benefit.

Non-spouse beneficiaries are permitted under these provisions, subject to IRS consent rules

(b) Benefit formula

The pre-retirement death benefit payable to the designated beneficiary of an employee who is not married on his date of death is equal to one half of the benefit which would be payable to the participant had the participant separated from service on the date of death and elected to commence a single life annuity, payable as a lump sum.

The pre-retirement death benefit payable to the surviving spouse of a participant who is married on his date of death is equal to one half the benefit that would be payable to the participant had the participant separated from service on the date of death, survived to the benefit commencement date elected by the spouse and elected to commence a single life annuity.

(c) Commencement date

The pre-retirement death benefit payable to the beneficiary of a participant who was not married on his date of death will commence on the first day of the month following the participant's death.

The pre-retirement death benefit payable to the surviving spouse of a participant who was married on his date of death will commence on the first day of the month following the participant's death or on the first day of any month thereafter at the election of the surviving spouse but not later than the participant's normal retirement date.

(d) Form of payment

The benefit is paid monthly for the life of the surviving spouse. However, the surviving spouse may elect to receive the pre-retirement death benefit in a lump sum in lieu of a life annuity. For unmarried participants the benefit is paid as a lump sum.

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8. Death after retirement

- | | |
|------------------------------|--|
| (a) Eligibility | An employee who is eligible to receive a normal retirement or early retirement pension can elect a form of pension payment which provides benefit payments to a beneficiary upon the death of the employee after retirement. |
| (b) Benefit formula | The beneficiary will be paid under the optional forms of benefit payment elected by the employee. All optional forms are actuarially equivalent to a life annuity form of payment. |
| (c) Commencement date | Payments will commence on the first day of the month following the month in which the employee's death occurs. |
| (d) Form of payment | The benefit is paid to the beneficiary in accordance with the terms of the option the employee had elected. |

9. Termination of employment

- | | |
|------------------------------|---|
| (a) Eligibility | An employee whose employment is terminated before death or retirement but after having completed 5 or more years of vesting service is eligible for a vested deferred retirement benefit. |
| (b) Benefit formula | The normal retirement benefit payable at age 65. The benefit payable at any date earlier than age 65 is calculated in the same manner as an early retirement benefit. |
| (c) Commencement date | Payment can commence on the first day of the month following termination of employment or at any time thereafter. |
| (d) Form of payment | The benefit is payable as a lump sum or immediate life annuity or, for a married individual, as a qualified joint and survivor annuity unless a lump sum is elected. |

Changes in provisions since last actuarial valuation

The plan was amended effective October 1, 2011 to commence participation for all salaried and nonbargained employees hired after December 31, 2009 and to change its name from the Hussmann International, Inc. Retirement Plan to the Hussmann Corporation Retirement Plan.

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Plan Sponsor:	Hussmann Corporation
Valuation Date:	January 1, 2012

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HOURLY EMPLOYEES WHO ARE MEMBERS OF A COLLECTIVE BARGAINED UNIT

Effective date	Hussmann initially established the Plan as of May 1, 1963. Effective December 31, 1999, the Hussmann Corporation Retirement Plan for Hourly Employees was merged into the Hussmann Corporation Retirement Plan for Salaried Employees. The Salaried Plan was amended and restated to provide for the mergers and to change its name to the Hussmann Corporation Retirement Plan.										
Plan year	Calendar year.										
Eligibility for membership	Any hourly-paid person designated as eligible in an Adoption Agreement.										
Participation	An Employee shall be eligible to become an active Participant on the later of his date of employment or the effective date of the Adoption Agreement which pertains to him.										
Continuous service	Except as specified in the appropriate Adoption Agreement, the period of time between an Employee's employment commencement date and his severance from service date.										
Credited service	<p><u>General</u> – One month for each month an employee works at least one hour of service beginning with the later of date of hire or group participation date and ending with date of termination. No service is granted prior to the following dates:</p> <table><tr><td><u>Location</u></td><td><u>Earliest Date of Credited Service</u></td></tr><tr><td>Atlanta Georgia</td><td></td></tr><tr><td>Systems</td><td>May 1, 1987</td></tr><tr><td>Gloversville</td><td>January 1, 1980</td></tr><tr><td>Montgomery</td><td>September 1, 1979</td></tr></table>	<u>Location</u>	<u>Earliest Date of Credited Service</u>	Atlanta Georgia		Systems	May 1, 1987	Gloversville	January 1, 1980	Montgomery	September 1, 1979
<u>Location</u>	<u>Earliest Date of Credited Service</u>										
Atlanta Georgia											
Systems	May 1, 1987										
Gloversville	January 1, 1980										
Montgomery	September 1, 1979										
Normal retirement eligibility	Age 65 with three years of Continuous Service for Bridgeton. Age 65 for other hourly locations.										
Early retirement eligibility	First day of the month next following the attainment of age 55 and the completion of ten years of Continuous Service.										
Vesting eligibility	Completion of five years of Continuous Service.										
Disability eligibility	For Bridgeton, physical or mental illness which prevents a participant from performing his job and is considered permanent as certified by a qualified physician. The disability must have lasted five months. No other hourly locations have disability benefits.										
Spouse's death benefit eligibility	Married at least one year and vested.										
Death benefit eligibility	For Bridgeton, completion of ten years of Credited Service. No other hourly locations have additional death benefits.										
Plan Name:	Hussmann Corporation Retirement Plan										
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Plan Sponsor:	Hussmann Corporation										
Valuation Date:	January 1, 2012										

SCHEDULE SB ATTACHMENTS

Accrued benefit

As specified in the Adoption Agreement. For each year of Credited Service, the monthly benefit is determined by the applicable multiplier.

<u>Location</u>	<u>Employees termination on or after</u>	<u>Benefit Multiplier</u>
Atlanta	1/1/1996	\$10.00
Bridgeton	1/1/1998	\$24.00
	1/1/1999	\$26.00
	1/1/2000	\$29.00
	1/1/2002	\$31.00
	1/1/2004	\$32.00
	1/1/2005	\$35.00
	1/1/2006	\$36.00
Gloversville	1/1/2009	\$39.00
	1/1/1998	\$15.00
	1/1/1999	\$15.25
	1/1/2000	\$15.75
	1/1/2001	\$16.00
	1/1/2002	\$16.50
	1/1/2003	\$16.75
Montgomery	1/1/2004	\$17.10
	1/1/2005	\$17.50
	1/1/2006	\$19.00
	Sum of:	
	(1)	\$5.00 times Credited Service from 9/1/1979 to 12/31/1990.
	(2)	\$9.00 times Credited Service after 1/1/1991.

Normal retirement benefit

Accrued Benefit at date of termination.

Early retirement benefit

Accrued Benefit earned to the date of termination reduced 6% per year from age 65. For Bridgeton, benefit is an unreduced at age 60 with 30 years of Continuous Service.

Postponed retirement benefit

Accrued Benefit calculated as of the Postponed Retirement Date using Credited Service at the Postponed Retirement Date.

Vested benefit

Accrued Benefit payable at age 65. If payment commences prior to age 65, the benefit is reduced in the same manner as the Early Retirement Benefit.

Plan Name: Hussmann Corporation Retirement Plan
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 Plan Sponsor: Hussmann Corporation
 Valuation Date: January 1, 2012

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Disability benefit

For Bridgeton, immediate unreduced annuity commencing as early as five months and as late as 18 months after last day of employment (period of deferral). The period of deferral is counted as Credited Service. At age 65, benefit is adjusted to reflect additional Credited Service equal to the difference between 24 months and the period of deferral.

Spouse's death benefit

The benefit which would have been payable to the spouse assuming the employee terminated employment on the day before he died (or, if earlier, on his actual date of termination employment) and elected the 50% Joint and Survivor Annuity Option to commence on his earliest possible retirement date. The benefit is payable in the form of a life annuity to the spouse commencing on the Participant's earliest retirement date.

Death benefit

For Bridgeton, designated beneficiary receives 60 monthly pension payments (or an equivalent lump sum) of the Participant's monthly Accrued Benefit, unreduced for an early commencement of payment.

Normal form of benefit payment

1. Married Participants: 50% Joint and Survivor Annuity.
2. Five-Year Certain and Life Annuity.

Optional forms of payment

1. Five-Year Certain and Annuity.
2. Five-Year Certain Joint and Survivor Annuity (50% or 100%).

For purposes of computing optional forms of payment other than those subject to Section 417(e) of the Code, Actuarial Equivalent shall be determined based on the factors set forth in Attachment A of the Plan Document.

The Actuarial Equivalent for lump sum distributions made on or after January 1, 2008 shall be determined based on (i) the "applicable mortality table" as defined in Code Section 417(e) (3) of the Code (as amended from time to time) and (ii) the "applicable interest rate" as defined in Section 417(e)(3) of the Code (as amended from time to time) for the November immediately preceding the Plan Year of distributions. The applicable interest rate shall be effective for the entire Plan year in which the distribution occurs.

Changes in provisions since last actuarial valuation

None.

Plan Name: Hussmann Corporation Retirement Plan
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Plan Sponsor: Hussmann Corporation
Valuation Date: January 1, 2012

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Schedule SB, Line 24 Change in Actuarial Assumptions

- Interest rate used for compensation increases was changed from 5.25% to 3.50%
- Interest rate for National Average Wage Index was changed from 4.50% to 3.50%

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SCHEDULE SB ATTACHMENTS

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

Attained Age	Years of Credited Service															
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	17		11		0		0		0		0		0		0	
25 - 29	20	27,630	47	49,687	16		1		0		0		0		0	
30 - 34	15		62	54,758	61	57,318	17		2		0		0		0	
35 - 39	17		66	63,700	77	61,793	43	56,625	25	60,436	0		0		0	
40 - 44	8		62	64,106	68	69,625	54	51,494	37	70,390	32	58,658	2		0	
45 - 49	13		56	66,477	87	71,473	73	42,918	44	61,218	64	65,317	30	46,850	5	
50 - 54	17		63	61,131	56	65,731	71	46,516	44	50,852	75	62,049	44	58,056	61	54,511
55 - 59	8		34	60,127	54	53,931	53	41,286	30	56,273	61	55,682	37	57,862	80	57,533
60 - 64	4		18		32	56,547	27	43,747	16		29	59,792	35	61,000	26	52,584
65 - 69	0		8		6		6		3		5		5		7	
70 & Over	0		2		2		3		0		1		0		1	

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Schedule SB, Line 26
Schedule of Active Participant Data for Cash Balance Accounts as of January 1, 2012

Plan Name: Hussmann Corporation Retirement Plan
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Plan Name:
EIN / PN:
Plan Sponsor:
Valuation Date:

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Hussmann Corporation
EIN/PN	43-0156220/039
Plan Name	Hussmann Corporation Retirement Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Seamus Doyle
Enrollment Number	11-05809

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2012

Employees are assumed to retire in accordance with the following probabilities:

(a) Salaried and nonbargaining employees:

Age	Probability
55-59	2%
60-61	0%
62	40%
63-64	5%
65	40%

(b) Bargaining employees:

Age	Probability
55-59	3%
60-61	5%
62	20%
63-64	5%
65	45%

The average expected retirement age for active participants, to the nearest integer, is age 63. This average age was determined by summing the following product for assumed retirement ages 55 through 65: (i) the number of expected employees at the applicable age times (ii) the assumed rate of retirement at the applicable age times (iii) the applicable age, where one salaried employee and one bargaining employee, are assumed to exist at age 55 and are then assumed to retire in accordance with the probabilities shown above. This result is then weighted by the relative number of employees in each group.

Plan Name:	Hussmann Corporation Retirement Plan
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Plan Sponsor:	Hussmann Corporation
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Interest rate basis:

● Applicable month	September
● Yield curve basis	3-Segment Rates
● MAP-21 applied for funding	Yes
● MAP-21 applied for benefit restrictions	Yes

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
● First segment rate	5.54%	2.06%
● Second segment rate	6.85%	5.25%
● Third segment rate	7.52%	6.32%
● Effective interest rate	6.99%	5.51%

Assumed cost of living adjustments

0.00%

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related expenses

\$512,000 of administrative expenses are assumed to be paid out of the trust in 2012 and are added to the target normal cost. This amount is based on the noninvestment-related expenses that were paid out of the plan in the prior fiscal year and the expected change in PBGC variable rate premium from the prior year to the current year.

Mortality

For non-disabled participants: The prescribed mortality assumption under Section §430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

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Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Salaried and non-bargaining employees:

Percentage retiring during the year		
Age	Males	Females
55-59	2%	2%
60-61	0%	0%
62	40%	40%
63-64	5%	5%
65	40%	40%

Bargaining employees:

Percentage retiring during the year		
Age	Males	Females
55-59	3%	3%
60-61	5%	5%
62	20%	20%
63-64	5%	5%
65	45%	45%

Disability

The 1985 Wyatt Pension Disability Study Unisex Class Three rates of disablement are used for bargaining employees. The 1985 Wyatt Pension Disability Study Unisex Class One rates of disablement are used for non-bargaining employees.

Compensation increases

For purposes of determining the target normal cost, compensation is assumed to increase by 3.500% during the plan year. For purposes of determining the additional funding target for maximum deductible contribution purposes, compensation is assumed to increase by 3.500% per annum.

Future increases in social security

For purposes of determining target normal cost and the additional funding target for maximum deductible contribution purposes, the National Average Wage Index is assumed to increase by 3.500% per annum.

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Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Representative termination rates not due to disability, retirement or mortality

Attained Age	Percentage leaving during the year	
	Males	Females
20	14.9%	14.9%
25	9.9%	9.9%
30	6.9%	6.9%
35	4.9%	4.9%
40	2.8%	2.8%
45	1.7%	1.7%
50	0.4%	0.4%
55	0.0%	0.0%

In addition, the rates of withdrawal used for the first three years of service are 30%, 25% and 20%, respectively.

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Form of payment

a) Husmann Salaried and Non-Bargaining Employees

33% of all participants who retire directly from active service after age 55 are assumed to elect the single life annuity or, if married, the actuarial equivalent 50% joint and survivor annuity. The single life annuity includes a ten year guarantee; the joint and survivor annuity is assumed to be equivalent to this form of payment.

67% of all participants who retire directly from active service after age 55 and 100% of vested employees who terminate employment prior to age 55 are assumed to elect the lump sum payment option. The lump sum payable is assumed to be the greater of

- i. the immediate life annuity multiplied by 10, and
- ii. the actuarially equivalent lump sum of the deferred life annuity, determined using interest rates based on the 3 segment rates used for determination of the Funding Target and the applicable mortality under Revenue Ruling 2007-67.

b) Husmann Bargaining Employees

All participants are assumed to elect the single life annuity or, if married, the actuarial equivalent 50% joint and survivor annuity.

c) Former Employees with Deferred Vested Benefits

All participants are assumed to elect a single life annuity, with a 10 year guarantee for non-bargaining employees who terminated employment after December 31, 2002.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 85% of eligible male participants and 55% percent of eligible female participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Plan compensation

Plan compensation is actual gross earnings during the prior year provided by the employer.

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Asset method

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year.)

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Participant Data

Employee data was supplied by Ingersoll Rand as of the census date. Hussmann Corporation provided a W-2 file with actual pay for 2011 and a check register for December 2011. We have not independently verified the accuracy or completeness of the data or information provided, but we have performed limited checks for reasonableness. The following assumptions were made for missing data elements:

- In cases where an accrued benefit was not provided for a terminated vested participant we have used an amount equal to the average accrued benefit for the bargained employees or nonbargained employees, whichever is applicable to the specific employee.
- For terminated vested participants for whom a date of termination is not provided, we have assumed the termination occurred prior to 2003.
- Terminated vested participants over age 65 were assumed to receive benefits actuarially increased from age 65 to January 1, 2011 under the actuarial equivalence basis detailed in the plan document.

The December 31, 2002 accrued benefit ("A-piece") and December 31, 2002 credited service for active salaried and non-bargained employees, as used in the valuation, are estimates and have not yet been certified by the employer.

Funding Target

Present value of accrued benefits.

Target Normal Cost

Present value of benefits expected to accrue during plan year plus plan-related expenses.

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Benefits Not Included in Valuation

All benefits described in the Plan Provisions section of this report were valued based on discussions with Hussmann Corporation. regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with Hussmann Corporation. and based on that review, is not aware of any significant benefits required to be valued that were not.

Changes in assumptions and methods since last actuarial valuation

- Mortality and interest rates were updated as prescribed.
- Interest rate used for compensation increases was changed from 5.25% to 3.50%
- Interest rate for National Average Wage Index was changed from 4.50% to 3.50%

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

SALARIED AND NON-BARGAINING HOURLY EMPLOYEES ACTIVE JANUARY 1, 2003 AND LATER

1. Effective date(s)

(a) Original

January 1, 1981

(b) Amendments

Effective December 31, 1999, the Hussmann Corporation Retirement Plan for Hourly Employees and the Hussmann Corporation Pension Plan for Hourly Paid Branch Service and Installation Employees were merged into the Hussmann Corporation Retirement Plan for Salaried Employees. The Salaried Plan was amended and restated to provide for the mergers and to change its name to the Hussmann International, Inc., Retirement Plan. The plan was amended effective January 1, 2005, to change the benefit multiplier for Bridgeton active participants, and January 1, 2006 to change the benefit multiplier for Gloversville active participants. The plan was amended effective January 1, 2010 to exclude from participation all salaried and non-bargaining employees hired after December 31, 2009.

The plan was amended effective October 1, 2011 to commence participation for all salaried and nonbargained employees hired after December 31, 2009 and to change its name from the Hussmann International, Inc. Retirement Plan to the Hussmann Corporation Retirement Plan.

2. Eligibility

Each employee employed by the Company becomes a member of the plan as of his date of employment excluding, however, except as otherwise provided in the plan:

- Members of a collective bargaining unit or employees accruing benefits under any other retirement plan of the Company
- Salaried employees under the age of 21

Effective December 31, 2002, the Refrigeration Engineering, Inc. (REI) Retirement Plan was merged into this Plan.

Effective January 1, 2003, certain non-bargaining hourly employees of National Refrigeration Systems (NRS) became participants of the Plan. These participants receive accruals under the plan for future service only commencing on or after January 1, 2003.

Effective January 1, 2010, participation is closed to all salaried and non-bargaining hourly employees hired after December 31, 2009.

Effective October 1, 2011, employees of Hussmann Corporation hired or rehired after December 31, 2009 became eligible to participate in the plan following the sale of the company by Ingersoll Rand. These employees will accrue a benefit under the plan based on credited service earned after October 1, 2011.

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3. Normal retirement

(a) Eligibility

An employee is eligible for a normal retirement benefit on the first day of the calendar month following the month in which he reaches age 65.

(b) Benefit formula

The monthly benefit payable at Normal Retirement Date is equal to the greater of [(i) + (ii) + (iii)] and (iv) below:

- (i) monthly accrued benefit at December 31, 2002 under the plan provisions in effect on December 31, 2002. For employees of REI, the frozen accrued benefit as of December 31, 2002 under the Refrigeration Engineering, Inc. Retirement Plan.
- (ii) 0.5% of Final Average Pay times years of credited service earned after December 31, 2002.
- (iii) Transition Benefit: 0.5% of Final Average Pay times years of credited service earned after December 31, 2002 up to a maximum of ten years. This transition benefit applies only to salaried employees who were participants in this plan on December 31, 2002, are at least age 45 and whose age plus service exceeds 55 on January 1, 2003 and does not apply to REI employees.
- (iv) 0.5% of Final Average Pay times all years of credited service

Final Average Monthly Earnings: The highest average of a participant's annual compensation for a 5 consecutive calendar year period during the last 10 calendar years preceding the date of termination of employment, divided by 12.

(c) Commencement date

Payments commence on the first day of the month succeeding the month during which the employee retires.

(d) Form of payment

For a single employee the normal form of payment is a monthly pension for the life of the employee. This single life annuity includes a ten year payment guarantee. For a married employee the normal form of payment is a reduced monthly pension which provides for a continuation of payments equal to one-half of the reduced pension to the surviving spouse after the employee's death. Any employee may elect, by written application, to receive the normal benefit or other optional forms of benefit payment.

Optional forms of payment include a lump sum payment, a contingent annuity and a life with term certain annuity.

For purposes of computing optional forms of payment other than those subject to Section 417(e) of the Code, Actuarial Equivalent shall be determined based on the factors set forth in Attachment A of the Plan Document.

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The Actuarial Equivalent for lump sum distributions made on or after January 1, 2008 shall be determined based on (i) the "applicable mortality table" as defined in Code Section 417(e) (3) of the Code (as amended from time to time) and (ii) the "applicable interest rate" as defined in Section 417(e)(3) of the Code (as amended from time to time) for the November immediately preceding the Plan Year of distributions. The applicable interest rate shall be effective for the entire Plan year in which the distribution occurs.

4. Early retirement

- (a) Eligibility** Every employee eligible for a vested benefit is entitled to commence benefits as of the first day of the calendar month following his separation from service or on the first day of any calendar month thereafter.
- (b) Benefit formula** The early retirement benefit is equal to the normal retirement benefit reduced by 0.3% for each whole calendar month that the benefit commencement date precedes the normal retirement date, provided that the reduction not exceed 85%. For certain participants, the adjustment factors described in Appendix B1 apply.
- (c) Commencement date** Payments commence on the first day of the month succeeding the month which includes the employee's normal retirement date or, if elected, on the first day of any month following the month in which the employee retires early or on the first day of any later month.
- (d) Form of payment** The form of payment is the same as for normal retirement, except that an employee may also choose to receive his benefit under the Social Security level benefit option if he retires at or after age 55 with at least 15 years of service.

5. Late retirement

- (a) Eligibility** All employees may work past the age of 65 and continue to earn credited service.
- (b) Benefit formula** Same as normal retirement.
- (c) Commencement date** Payments commence on the first day of the month succeeding the month during which the employee retires.
- (d) Form of payment** Same as normal retirement.

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6. Disability retirement

Any vested participant who becomes disabled after December 31, 2003 is entitled to the benefit described under (9) below.

7. Death prior to retirement

(a) Eligibility

The surviving spouse of an employee who is married on his date of death or the designated beneficiary of any employee who is not married on his date of death, who has a vested accrued benefit is eligible for a pre-retirement death benefit.

Non-spouse beneficiaries are permitted under these provisions, subject to IRS consent rules

(b) Benefit formula

The pre-retirement death benefit payable to the designated beneficiary of an employee who is not married on his date of death is equal to one half of the benefit which would be payable to the participant had the participant separated from service on the date of death and elected to commence a single life annuity, payable as a lump sum.

The pre-retirement death benefit payable to the surviving spouse of a participant who is married on his date of death is equal to one half the benefit that would be payable to the participant had the participant separated from service on the date of death, survived to the benefit commencement date elected by the spouse and elected to commence a single life annuity.

(c) Commencement date

The pre-retirement death benefit payable to the beneficiary of a participant who was not married on his date of death will commence on the first day of the month following the participant's death.

The pre-retirement death benefit payable to the surviving spouse of a participant who was married on his date of death will commence on the first day of the month following the participant's death or on the first day of any month thereafter at the election of the surviving spouse but not later than the participant's normal retirement date.

(d) Form of payment

The benefit is paid monthly for the life of the surviving spouse. However, the surviving spouse may elect to receive the pre-retirement death benefit in a lump sum in lieu of a life annuity. For unmarried participants the benefit is paid as a lump sum.

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8. Death after retirement

- | | |
|------------------------------|--|
| (a) Eligibility | An employee who is eligible to receive a normal retirement or early retirement pension can elect a form of pension payment which provides benefit payments to a beneficiary upon the death of the employee after retirement. |
| (b) Benefit formula | The beneficiary will be paid under the optional forms of benefit payment elected by the employee. All optional forms are actuarially equivalent to a life annuity form of payment. |
| (c) Commencement date | Payments will commence on the first day of the month following the month in which the employee's death occurs. |
| (d) Form of payment | The benefit is paid to the beneficiary in accordance with the terms of the option the employee had elected. |

9. Termination of employment

- | | |
|------------------------------|---|
| (a) Eligibility | An employee whose employment is terminated before death or retirement but after having completed 5 or more years of vesting service is eligible for a vested deferred retirement benefit. |
| (b) Benefit formula | The normal retirement benefit payable at age 65. The benefit payable at any date earlier than age 65 is calculated in the same manner as an early retirement benefit. |
| (c) Commencement date | Payment can commence on the first day of the month following termination of employment or at any time thereafter. |
| (d) Form of payment | The benefit is payable as a lump sum or immediate life annuity or, for a married individual, as a qualified joint and survivor annuity unless a lump sum is elected. |

Changes in provisions since last actuarial valuation

The plan was amended effective October 1, 2011 to commence participation for all salaried and nonbargained employees hired after December 31, 2009 and to change its name from the Hussmann International, Inc. Retirement Plan to the Hussmann Corporation Retirement Plan.

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Plan Sponsor:	Hussmann Corporation
Valuation Date:	January 1, 2012

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HOURLY EMPLOYEES WHO ARE MEMBERS OF A COLLECTIVE BARGAINED UNIT

Effective date	Hussmann initially established the Plan as of May 1, 1963. Effective December 31, 1999, the Hussmann Corporation Retirement Plan for Hourly Employees was merged into the Hussmann Corporation Retirement Plan for Salaried Employees. The Salaried Plan was amended and restated to provide for the mergers and to change its name to the Hussmann Corporation Retirement Plan.										
Plan year	Calendar year.										
Eligibility for membership	Any hourly-paid person designated as eligible in an Adoption Agreement.										
Participation	An Employee shall be eligible to become an active Participant on the later of his date of employment or the effective date of the Adoption Agreement which pertains to him.										
Continuous service	Except as specified in the appropriate Adoption Agreement, the period of time between an Employee's employment commencement date and his severance from service date.										
Credited service	<p><u>General</u> – One month for each month an employee works at least one hour of service beginning with the later of date of hire or group participation date and ending with date of termination. No service is granted prior to the following dates:</p> <table><tr><td><u>Location</u></td><td><u>Earliest Date of Credited Service</u></td></tr><tr><td>Atlanta Georgia</td><td></td></tr><tr><td>Systems</td><td>May 1, 1987</td></tr><tr><td>Gloversville</td><td>January 1, 1980</td></tr><tr><td>Montgomery</td><td>September 1, 1979</td></tr></table>	<u>Location</u>	<u>Earliest Date of Credited Service</u>	Atlanta Georgia		Systems	May 1, 1987	Gloversville	January 1, 1980	Montgomery	September 1, 1979
<u>Location</u>	<u>Earliest Date of Credited Service</u>										
Atlanta Georgia											
Systems	May 1, 1987										
Gloversville	January 1, 1980										
Montgomery	September 1, 1979										
Normal retirement eligibility	Age 65 with three years of Continuous Service for Bridgeton. Age 65 for other hourly locations.										
Early retirement eligibility	First day of the month next following the attainment of age 55 and the completion of ten years of Continuous Service.										
Vesting eligibility	Completion of five years of Continuous Service.										
Disability eligibility	For Bridgeton, physical or mental illness which prevents a participant from performing his job and is considered permanent as certified by a qualified physician. The disability must have lasted five months. No other hourly locations have disability benefits.										
Spouse's death benefit eligibility	Married at least one year and vested.										
Death benefit eligibility	For Bridgeton, completion of ten years of Credited Service. No other hourly locations have additional death benefits.										

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Accrued benefit

As specified in the Adoption Agreement. For each year of Credited Service, the monthly benefit is determined by the applicable multiplier.

<u>Location</u>	<u>Employees termination on or after</u>	<u>Benefit Multiplier</u>
Atlanta	1/1/1996	\$10.00
Bridgeton	1/1/1998	\$24.00
	1/1/1999	\$26.00
	1/1/2000	\$29.00
	1/1/2002	\$31.00
	1/1/2004	\$32.00
	1/1/2005	\$35.00
	1/1/2006	\$36.00
Gloversville	1/1/2009	\$39.00
	1/1/1998	\$15.00
	1/1/1999	\$15.25
	1/1/2000	\$15.75
	1/1/2001	\$16.00
	1/1/2002	\$16.50
	1/1/2003	\$16.75
Montgomery	1/1/2004	\$17.10
	1/1/2005	\$17.50
	1/1/2006	\$19.00
Sum of:		
(1) \$5.00 times Credited Service from 9/1/1979 to 12/31/1990.		
(2) \$9.00 times Credited Service after 1/1/1991.		

Normal retirement benefit

Accrued Benefit at date of termination.

Early retirement benefit

Accrued Benefit earned to the date of termination reduced 6% per year from age 65. For Bridgeton, benefit is an unreduced at age 60 with 30 years of Continuous Service.

Postponed retirement benefit

Accrued Benefit calculated as of the Postponed Retirement Date using Credited Service at the Postponed Retirement Date.

Vested benefit

Accrued Benefit payable at age 65. If payment commences prior to age 65, the benefit is reduced in the same manner as the Early Retirement Benefit.

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Disability benefit

For Bridgeton, immediate unreduced annuity commencing as early as five months and as late as 18 months after last day of employment (period of deferral). The period of deferral is counted as Credited Service. At age 65, benefit is adjusted to reflect additional Credited Service equal to the difference between 24 months and the period of deferral.

Spouse's death benefit

The benefit which would have been payable to the spouse assuming the employee terminated employment on the day before he died (or, if earlier, on his actual date of termination employment) and elected the 50% Joint and Survivor Annuity Option to commence on his earliest possible retirement date. The benefit is payable in the form of a life annuity to the spouse commencing on the Participant's earliest retirement date.

Death benefit

For Bridgeton, designated beneficiary receives 60 monthly pension payments (or an equivalent lump sum) of the Participant's monthly Accrued Benefit, unreduced for an early commencement of payment.

Normal form of benefit payment

1. Married Participants: 50% Joint and Survivor Annuity.
2. Five-Year Certain and Life Annuity.

Optional forms of payment

1. Five-Year Certain and Annuity.
2. Five-Year Certain Joint and Survivor Annuity (50% or 100%).

For purposes of computing optional forms of payment other than those subject to Section 417(e) of the Code, Actuarial Equivalent shall be determined based on the factors set forth in Attachment A of the Plan Document.

The Actuarial Equivalent for lump sum distributions made on or after January 1, 2008 shall be determined based on (i) the "applicable mortality table" as defined in Code Section 417(e) (3) of the Code (as amended from time to time) and (ii) the "applicable interest rate" as as defined in Section 417(e)(3) of the Code (as amended from time to time) for the November immediately preceding the Plan Year of distributions. The applicable interest rate shall be effective for the entire Plan year in which the distribution occurs.

Changes in provisions since last actuarial valuation

None.

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Schedule SB, Line 24 Change in Actuarial Assumptions

- Interest rate used for compensation increases was changed from 5.25% to 3.50%
- Interest rate for National Average Wage Index was changed from 4.50% to 3.50%

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SCHEDULE SB ATTACHMENTS

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

Attained Age	Years of Credited Service															
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	17		11		0		0		0		0		0		0	
25 - 29	20	27,630	47	49,687	16		1		0		0		0		0	
30 - 34	15		62	54,758	61	57,318	17		2		0		0		0	
35 - 39	17		66	63,700	77	61,793	43	56,625	25	60,436	0		0		0	
40 - 44	8		62	64,106	68	69,625	54	51,494	37	70,390	32	58,658	2		0	
45 - 49	13		56	66,477	87	71,473	73	42,918	44	61,218	64	65,317	30	46,850	5	0
50 - 54	17		63	61,131	56	65,731	71	46,516	44	50,852	75	62,049	44	58,056	61	54,511
55 - 59	8		34	60,127	54	53,931	53	41,286	30	56,273	61	55,682	37	57,862	80	57,533
60 - 64	4		18		32	56,547	27	43,747	16		29	59,792	35	61,000	26	52,584
65 - 69	0		8		6		6		3		5		5		7	
70 & Over	0		2		2		3		0		1		0		1	

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SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data for Cash Balance Accounts as of January 1, 2012

Attained Age		Years of Credited Service																				Grand Total		
		Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over				
		No.	Avg. Account Balance	No.	Avg. Account Balance	No.	Avg. Account Balance	No.	Avg. Account Balance	No.	Avg. Account Balance	No.	Avg. Account Balance	No.	Avg. Account Balance	No.	Avg. Account Balance	No.	Avg. Account Balance	No.	Avg. Account Balance			
Under 25	15		8			0			0			0			0			0			0		23	\$1,947
25 – 29	18		36	\$7,403		12			1			0			0			0			0		67	\$7,060
30 – 34	14		58	\$8,476		54	\$18,482		14			2			0			0			0		142	\$14,304
35 - 39	17		66	\$9,710		67	\$21,699		29	\$39,900		12			0			0			0		191	\$20,075
40 - 44	8		56	\$11,045		66	\$25,505		31	\$41,773		26	\$67,467		1			0			0		196	\$30,894
45 - 49	8		52	\$10,679		82	\$24,225		48	\$31,718		22	\$67,422		37	\$92,011		3			0		252	\$37,156
50 - 54	15		50	\$10,398		44	\$26,117		38	\$39,188		17			33	\$107,699		16			1		230	\$54,717
55 - 59	8		33	\$9,938		46	\$22,760		32	\$39,901		11			30	\$119,929		13			2		196	\$69,774
60 - 64	5		12			28	\$25,354		13			5			15			14			1		109	\$90,870
65 - 69	0		11			9			5			2			5			4			1		43	\$87,530
70 & Over	0		1			2			3			0			0			0			0		7	
Total	108	\$851	383	\$9,553		410	\$23,299	214	\$40,149	97	\$70,198	128	\$109,567	51	\$152,567	56	\$173,177	5			4		1,456	\$42,732

Plan Name: Hussmann Corporation Retirement Plan
 EIN / PN: 43-0156220 / 039
 Plan Sponsor: Hussmann Corporation
 Valuation Date: January 1, 2012

SCHEDULE H ATTACHMENTS

The required Information is included in the
Accountants Opinion attachment

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SCHEDULE SB ATTACHMENTS

Schedule SB, Line 15

Reconciliation of differences between valuation results and amounts used to calculate AFTAP as of January 1, 2012

The AFTAP reported on line 15 reflects adjustments pertaining to the plan year subsequent to the valuation.

Date of AFTAP certification/ recertification	AFTAP	Description and the amount of each adjustment to the funding target, AVA, carryover balance, prefunding balance
September 29, 2012	109.67%	The difference in the certified AFTAP of 109.67% and the calculated AFTAP of 108.85% is due to a change in determination of the Return on Assets percentage based on corrected benefit payments for 2011. This update effected the Actuarial Value of Assets. The Actuarial Value of Assets for the AFTAP certification was \$215,935,465.

Plan Name: Hussmann Corporation Retirement Plan
EIN / PN: 43-0156220 / 039
Plan Sponsor: Hussmann Corporation
Valuation Date: January 1, 2012