

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>DENISON INDUSTRIES, INC. PENSION 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>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2009</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>01/01/2009</u>	
1b Three-digit plan number (PN) ▶	<u>004</u>				
1c Effective date of plan <u>01/01/2009</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DENISON INDUSTRIES, INC.</u> <u>TOM DAGENBACK</u> <u>22 FIELDER STREET</u> <u>DENISON, TX 75020</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>75-2350819</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>903-786-6500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>75-2350819</u>	2c Sponsor's telephone number <u>903-786-6500</u>	2d Business code (see instructions) <u>541990</u>	
2b Employer Identification Number (EIN) <u>75-2350819</u>					
2c Sponsor's telephone number <u>903-786-6500</u>					
2d Business code (see instructions) <u>541990</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	10/14/2013 Date	THOMAS DAGENBACK Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		5 301
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	60
b Retired or separated participants receiving benefits.....	6b	31
c Other retired or separated participants entitled to future benefits.....	6c	200
d Subtotal. Add lines 6a , 6b , and 6c	6d	291
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	10
f Total. Add lines 6d and 6e	6f	301
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1I 1G		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	
	(4) ☒ C (Service Provider Information)	
	(5) ☐ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

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

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

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

A Name of plan <u>DENISON INDUSTRIES, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>DENISON INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>75-2350819</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>5178068</u>
b	Actuarial value 2b <u>5178068</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>28</u> <u>1774827</u>
b	For terminated vested participants..... 3b <u>204</u> <u>1629894</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>26248</u>
(2)	Vested benefits..... 3c(2) <u>1890334</u>
(3)	Total active 3c(3) <u>69</u> <u>1916582</u>
d	Total 3d <u>301</u> <u>5321303</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>7.19 %</u>
6	Target normal cost..... 6 <u>26000</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>10/11/2013</u> Date
<u>JAMES C. FRIES, ASA, EA, MAAA</u> Signature of actuary	<u>11-06416</u> Most recent enrollment number
<u>MERCER</u> Type or print name of actuary	<u>313-259-5500</u> Telephone number (including area code)
<u>600 RENAISSANCE CENTER, SUITE 1800</u> DETROIT, MI 48243-1815 Firm name	
<u>Address of the firm</u>	

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

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)	594776	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	71886	0
9	Amount remaining (line 7 minus line 8)	522890	0
10	Interest on line 9 using prior year's actual return of <u>-1.18%</u>	-6170	
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>6.42%</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)	516720	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	87.59 %
15	Adjusted funding target attainment percentage	15	87.59 %
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	90.71 %
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
01/11/2013	150000				
			Totals ►	18(b)	150000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	139672
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0
(4) 4th		0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	26000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	659955	133295	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	159295	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	106310	0	106310
36 Additional cash requirement (line 34 minus line 35)	36	52985	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	139672	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	86687	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	86687	
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 DENISON INDUSTRIES, INC. PENSION PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 DENISON INDUSTRIES, INC.	D Employer Identification Number (EIN) 75-2350819	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

MERCER 600 RENAISSANCE CENTER SUITE 1800 DETROIT, MI 48243-1815 13-2836910						
(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	NONE	16344	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

TINICUM CAPITAL PARTNERS II, LP 800 THIRD AVE 40TH FLOOR NEW YORK, NY 10022 13-2932626						
(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?
51	NONE	15460	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

COMERICA 411 W. LAFAYETTE DETROIT, MI 48226 38-6457728						
(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?
18	NONE	8923	Yes ☐ No ☒	Yes ☐ No ☒	0	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)

MERRILL LYNCH PIERCE FENNER SMITH

4 WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

(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?
51	NONE	5700	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 ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>DENISON INDUSTRIES, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DENISON INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>75-2350819</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	150000	150000
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	119112	1972
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1991644	3098618
	(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)	1347710	1731577
	(5) Partnership/joint venture interests	1c(5)	1139888	1642548
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	546420	617284

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	5294774	7241999

Liabilities

g Benefit claims payable	1g	1984	2917
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	116477	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	118461	2917

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5176313	7239082
---	-----------	---------	---------

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)	150000	
(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)		150000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3171	
(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)		3171
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	23930	
(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)		23930
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1154612	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	593589	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		561023
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1550981	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1550981

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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		18161
d Total income. Add all income amounts in column (b) and enter total.....	2d		2307266

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	202092	
(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)		202092
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)	16344	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	15460	
(4) Other	2i(4)	10601	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		42405
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		244497

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2062769
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: GRANT THORNTON

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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>DENISON INDUSTRIES, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DENISON INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>75-2350819</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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): _____		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% 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): _____



Financial Statements and Report of Independent
Certified Public Accountants

Denison Industries, Inc. Pension Plan

December 31, 2012 and 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrator
Denison Industries, Inc. Pension Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of the Denison Industries, Inc. Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

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 certified information described in note I, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of and for the years ended December 31, 2012 and 2011, stating that the certified information provided to the Plan administrator 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.

Supplementary information

The supplemental schedules of assets (held at end of year) as of December 31, 2012, and of reportable transactions for the year ended December 31, 2012, are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information 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, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in note I, 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.



Chicago, Illinois
October 14, 2013

Denison Industries, Inc. Pension Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

	<u>2012</u>	<u>2011</u>
Assets		
Investments		
Pooled separate account	\$ 617,284	\$ 546,420
Short-term fund	3,098,618	1,991,644
Limited partnership interests	1,642,548	1,139,888
Equity securities - common stocks	<u>1,731,577</u>	<u>1,347,710</u>
Total investments	7,090,027	5,025,662
Receivables		
Company contributions	150,000	150,000
Income	1,972	1,407
Due from brokers	<u>-</u>	<u>117,705</u>
Total receivables	<u>151,972</u>	<u>269,112</u>
Total assets	7,241,999	5,294,774
Liabilities		
Expenses payable	2,917	1,984
Due to brokers	<u>-</u>	<u>116,477</u>
Total liabilities	<u>2,917</u>	<u>118,461</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$7,239,082</u>	<u>\$5,176,313</u>

The accompanying notes are an integral part of these statements.

Denison Industries, Inc. Pension Plan
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31,

	<u>2012</u>	<u>2011</u>
Additions		
Investment income (loss)		
Interest and dividends	\$ 45,262	\$ 15,387
Net appreciation (depreciation) in fair value of investments	<u>2,112,004</u>	<u>(76,464)</u>
Net investment income (loss)	2,157,266	(61,077)
Company contributions	<u>150,000</u>	<u>150,000</u>
Total additions	2,307,266	88,923
Deductions		
Benefits paid to participants	202,092	171,194
Plan expenses	<u>42,405</u>	<u>8,515</u>
Total deductions	<u>244,497</u>	<u>179,709</u>
NET INCREASE (DECREASE)	2,062,769	(90,786)
Net assets available for benefits, beginning of year	<u>5,176,313</u>	<u>5,267,099</u>
Net assets available for benefits, end of year	<u>\$7,239,082</u>	<u>\$5,176,313</u>

The accompanying notes are an integral part of these statements.

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE A - PLAN DESCRIPTION

The following brief description of the Denison Industries, Inc. Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

General

The Plan is a defined benefit pension plan with an effective date of January 1, 2009. The Plan was created as a result of a spin-off from the Metal Companies Multi-Employer Pension Plan (the Metal Co. Plan). Participation and benefit accruals for participants who transferred into the Plan were frozen under the Metal Co. Plan prior to the spin-off. Employees of Denison Industries, Inc. (referred to herein as the Company) who were not participants in the Metal Co. Plan are not eligible for the Plan and no additional benefits will accrue under the Plan for service and compensation earned on or after January 1, 2009.

Company Contributions and Funding Policy

The Plan's contributions from the Company are available to pay benefits to all eligible participants. The Company's contributions are determined on an actuarial basis to provide the Plan with assets sufficient to meet future benefit payments. The Company's policy is to fund the annual normal cost plus amortization of prior service costs over 10 years. Prior service costs include past service costs, the effects of changes to the Plan, and actuarial gains and losses. The Plan was in compliance with ERISA minimum funding requirements for the Plan years ended December 31, 2012 and 2011.

Pension Benefits

Any participant who transferred into the Plan and who was a participant of the Metal Co. Plan on December 31, 2008, or during the five-year period immediately preceding December 31, 2008, is 100% vested in the Plan regardless of the participant's years of service.

Retirement benefit payments to eligible Plan participants are determined under retirement options as set forth in the Plan document.

The Plan permits early retirement upon attainment of age 55. If an active employee dies after completing five years of continuous service, the employee's accumulated retirement benefits may be paid in the form of an annuity to the employee's beneficiary.

If an active employee dies at age 55 or older, a death benefit equal to the value of the employee's accumulated pension benefit is paid to the employee's beneficiary.

Benefit Formula

Participants in the Plan will have a monthly retirement benefit equal to one-twelfth of 2% of the participant's compensation for each Plan year beginning after December 31, 1991, and on or before December 31, 2008 (which includes only periods while a participant in the Metal Co. Plan). Employees may elect to receive their retirement benefits in the form of a joint and survivor option.

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note F for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Realized and unrealized appreciation (depreciation) is shown on the statements of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

Administrative Expenses

Administrative expenses are paid either by the Plan or by the Company.

Payment of Benefits

Benefit payments are recorded when paid.

Adoption of New Accounting Guidance

In May 2011, the Financial Accounting Standards Board (FASB) issued guidance clarifying how to measure and disclose fair value. This guidance amends the application of existing fair value measurement requirements, while other amendments change a particular principle in existing fair value measurement guidance. In addition, this guidance requires additional fair value disclosures, although certain of these new disclosures will not be required for non-public entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan has adopted this guidance effective January 1, 2012, for annual reporting periods.

NOTE C - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death and termination of employment) are included to the extent they are deemed attributable to employee service rendered through the valuation date.

The actuarial present value of accumulated Plan benefits is determined by Mercer and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated Plan benefits as of December 31, 2011, is as follows:

Actuarial present value of accumulated Plan benefits

Vested benefits

Participants currently receiving payments	\$1,794,432
Other participants	<u>3,736,801</u>

Total vested benefits	5,531,233
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Non-vested benefits	<u>28,442</u>
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Total actuarial present value of accumulated Plan benefits	<u>\$5,559,675</u>
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Actuarial present value of accumulated Plan benefits,
December 31, 2010

\$5,368,173

Benefits accumulated and (gains) losses	(6,585)
Increase for interest due to decrease in discount period	369,281
Benefits paid	<u>(171,194)</u>

Net increase	<u>191,502</u>
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Actuarial present value of accumulated Plan benefits,
December 31, 2011

\$5,559,675

Assumptions used in determining the actuarial present value of accumulated Plan benefits as of December 31, 2011, are as follows:

Average rate of return on investment	7%
Retirement age	65
Mortality	1994 Group Annuity Reserve

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE D - TERMINATION OF THE PLAN

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

In the event the Plan were to be terminated, the net assets of the Plan would be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated; first, an amount shall be allocated to provide for benefits payable to pensioners (as defined) or beneficiaries who received or would have received benefits under the Plan as of a 36-month time period prior to the termination of the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable during the past 36 months). The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect; second, other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations, discussed below; third, an amount shall be allocated to provide for all other non-forfeitable accrued benefits under the Plan; and fourth, an amount shall be allocated to provide for all other accrued benefits under the Plan. If the assets available for allocation are insufficient to meet all obligations of the Plan, they shall be allocated on a pro rata basis in accordance with priorities specified in the Plan.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, a statutory ceiling exists, which is adjusted periodically, on the amount that the PBGC guarantees. Receipt of benefits for all other participants should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

NOTE E - INVESTMENTS

The following table separately identifies investments that represent 5% or more of the Plan's net assets as of December 31:

	2012	2011
Merrill Lynch Covered Call Portfolio	\$ 617,284	\$ 546,420
Comerica Bank Short-Term Money Fund	3,098,618	1,991,644
Tinicum Capital Partners II, L.P.	1,000,000	621,998
Reliance Steel & Aluminum Co.	1,055,700	827,730
VN Capital Fund LP	565,548	437,890
Comerica, Inc.	364,080	309,600

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

The Plan's investments (including investments bought and sold as well as held during the year) appreciated (depreciated) in value for the years ended December 31, 2012 and 2011, as follows:

	2012	2011
Limited partnerships	\$1,657,273	\$(117,693)
Common stock	383,867	36,302
Pooled separate account	70,864	3,995
Corporate debt securities	<u>-</u>	<u>932</u>
Total	<u>\$2,112,004</u>	<u>\$ (76,464)</u>

NOTE F - FAIR VALUE MEASUREMENTS

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

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

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived 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 inputs must be observable for substantially the full term of the asset or liability.

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

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

The following is a description of the valuation methodologies used to measure assets at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled separate account - Valued at the price per unit multiplied by the number of units held by the Plan. The principal unit is determined based on the pooled separate account's assets at fair value.

Short-term money fund - The Plan's interest in this fund is valued at the net asset value (NAV) by the trustee based on quoted market prices of the underlying investments. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily.

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

Limited partnership (Level 2) - Valued at estimated fair value based on annual appraisals determined by an independent consultant utilizing the valuation methods provided in Revenue Ruling 59-60, 1959-I. The independent consultant values the partnership at the NAV. The NAV is calculated quarterly based on the value of the underlying securities, minus liabilities, and then divided by the number of units held by the Plan at year-end. The NAV is verified annually utilizing the audited financial statements of the partnership and is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment at a value different than the reported NAV.

Limited partnership (Level 3) - Valued at estimated fair value based on annual appraisals determined by an independent consultant utilizing the valuation methods provided in Revenue Ruling 59-60, 1959-I. The independent consultant values the partnership at the NAV less a minority interest discount and a lack of marketability discount. The NAV is calculated utilizing the audited financial statements of the partnership. The NAV is based on the value of the underlying securities, minus liabilities, and then divided by the number of units held by the Plan at year-end. The discounts are calculated by the independent consultant. See unobservable input table below.

Management's process when selecting and monitoring Level 3 investments involves the review of investment objectives and risk characteristics, portfolio composition, historical performance, performance compared to comparable fund, and expenses related to each fund. In addition, Plan management annually reviews all audited financial statements, valuations and trust statements for reasonableness.

Common stock - Valued at fair value as determined by quoted market prices on the active market.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the 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 tables set forth by level, within the fair value hierarchy, the Plan's value as of December 31:

	2012			
	Level 1	Level 2	Level 3	Total
Short-term money fund	\$ -	\$3,098,618	\$ -	\$3,098,618
Pooled separate account	617,284	-	-	617,284
Limited partnerships	-	565,548	1,077,000	1,642,548
Common stock	<u>1,731,577</u>	<u>-</u>	<u>-</u>	<u>1,731,577</u>
Total assets at fair value	<u>\$2,348,861</u>	<u>\$3,664,166</u>	<u>\$1,077,000</u>	<u>\$7,090,027</u>

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

	2011			
	Level 1	Level 2	Level 3	Total
Short-term money fund	\$ -	\$1,991,644	\$ -	\$1,991,644
Pooled separate account	546,420	-	-	546,420
Limited partnerships	-	437,890	701,998	1,139,888
Common stock	<u>1,347,710</u>	<u>-</u>	<u>-</u>	<u>1,347,710</u>
Total assets at fair value	<u>\$1,894,130</u>	<u>\$2,429,534</u>	<u>\$ 701,998</u>	<u>\$5,025,662</u>

	Fair value December 31,		Unfunded	Redemption	Redemption
	2012	2011	commitments	frequency	notice period
Tinicum Capital Partners II, L.P. (a)	\$1,000,000	\$621,998	\$ -	(a)	(a)
Tinicum Capital Partners II Add-On Fund, L.P. (a)	77,000	80,000	-	(a)	(a)
VN Capital Fund I, L.P. (b)	565,548	437,890	-	Quarterly	30 days

- (a) The partnerships were established to invest in companies through acquisitions or restructuring and to take minority stakes in public or private companies through equity or debt securities. The objective is to obtain returns primarily through capital appreciation. Redemptions are permitted at the discretion of the fund manager.
- (b) The partnership was organized for the purpose of providing private investors with investments in equities with superior rates of return over the long term while simultaneously maintaining a strong commitment to capital preservation.

Certain prior-year amounts were reclassified to conform to the current-year presentation.

Significant Unobservable Inputs Table

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair value as of December 31, 2012	Principal valuation technique	Unobservable inputs	Range of Significant input values
Limited partnerships	\$1,077,000	Market approach	Minority interest discount Lack of marketability discount	30% - 37% 8%

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31:

	2012	2011
Limited partnerships		
Balance, beginning of year	\$ 701,998	\$653,999
Unrealized gain (loss)	968,591	(22,268)
Realized gain	561,023	38,726
Purchases	-	115,747
Sales	<u>(1,154,612)</u>	<u>(84,206)</u>
Balance, end of year	<u>\$ 1,077,000</u>	<u>\$701,998</u>

NOTE G - RELATED-PARTY TRANSACTIONS

The Plan has an interest in a fund managed by Comerica Bank (the Trustee). Comerica Bank is the trustee as defined by the Plan and, therefore, this investment activity qualifies as a party-in-interest transaction.

NOTE H - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated December 10, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2012 and 2011, 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 I - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under

Denison Industries, Inc. Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments, income receivable and due from and to brokers, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Investment income (loss), as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.
- Schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2012.
- Schedule H, line 4j - schedule of reportable transactions for the year ended December 31, 2012.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE J - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

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

NOTE K - SUBSEQUENT EVENTS

Plan management evaluated the Plan's December 31, 2012, financial statements for subsequent events through October 14 2013, the date the financial statements were available to be issued. Plan management is not aware of any subsequent events that would require recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULES

Denison Industries, Inc. Pension Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Identity of issuer/description of investment	Cost	Current value
Pooled separate account		
Merrill Lynch Covered Call Portfolio	\$ 500,000	\$ 617,284
*Comerica Bank		
Short-Term Money Fund	3,098,618	3,098,618
Limited partnerships		
Tinicum Capital Partners II, L.P.	205,783	1,000,000
Tinicum Capital Partners II Add-On, L.P.	1	77,000
VN Capital Fund LP	<u>500,000</u>	<u>565,548</u>
Total limited partnerships	705,784	1,642,548
Common stock		
AM Castle & Co.	10,527	14,770
Reliance Steel & Aluminum Co.	693,918	1,055,700
Bank of America Corp.	28,034	46,440
Citigroup Inc.	82,133	118,680
*Comerica Inc.	275,500	364,080
JPMorgan Chase & Co.	<u>104,185</u>	<u>131,907</u>
Total common stock	<u>1,194,297</u>	<u>1,731,577</u>
Total investments	<u>\$5,498,699</u>	<u>\$7,090,027</u>

*Represents a party-in-interest.

ACCOUNT STATEMENT

Statement Period	01/01/2012 through 12/31/2012
Account Number	1050016783

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Report Of 5% Transactions

BY ASSET		VALUATION		5,028,297.31		THRESHOLD		251,414.87	
DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE		COST OF ASSET/ PREV ANNL MKT		NET GAIN/LOSS	
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	BUY	11/01/2012 390,267.510	390,267.51			390,267.51 390,267.51			
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	BUY	12/28/2012 252,756.650	252,756.65			252,756.65 252,756.65			
2 PURCHASES FOR	643,024.16	0	SALES FOR	0.00	ISSUE AGGREGATE TOTAL		643,024.16		

ACCOUNT STATEMENT

Statement Period 01/01/2012 through 12/31/2012
Account Number 1050016783 283

Report Of 5% Transactions

AGGREGATE BY ASSET					5,028,297.31	THRESHOLD	251,414.87
DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNU MKT	NET GAIN/LOSS	
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	BUY	01/03/2012 1,407.080	1,407.08		1,407.08 1,407.08		
	BUY	01/03/2012 1,227.940	1,227.94		1,227.94 1,227.94		
	BUY	01/11/2012 150,000.000	150,000.00		150,000.00 150,000.00		
	BUY	01/23/2012 184,058.150	184,058.15		184,058.15 184,058.15		
	SEL	01/27/2012 1,984.240	1,984.24		1,984.24 1,984.24		
	BUY	01/31/2012 750.000	750.00		750.00 750.00		
	BUY	02/01/2012 251.320	251.32		251.32 251.32		
	SEL	02/01/2012 14,776.690	14,776.69		14,776.69 14,776.69		
	SEL	02/15/2012 2,491.170	2,491.17		2,491.17 2,491.17		
	BUY	02/24/2012 30.000	30.00		30.00 30.00		
	BUY	03/01/2012 291.170	291.17		291.17 291.17		
	SEL	03/01/2012 15,607.080	15,607.08		15,607.08 15,607.08		
	BUY	03/23/2012 2,590.000	2,590.00		2,590.00 2,590.00		
	SEL	03/30/2012 15,607.080	15,607.08		15,607.08 15,607.08		
	BUY	04/02/2012 1,518.980	1,518.98		1,518.98 1,518.98		
	SEL	04/13/2012 1,084.300	1,084.30		1,084.30 1,084.30		

ACCOUNT STATEMENT

Statement Period 01/01/2012 through 12/31/2012
Account Number 1050016783 283

Report Of 5% Transactions

AGGREGATE BY ASSET

AGGREGATE BY ASSET					5,028,297.31	THRESHOLD	251,414.87
DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNL MKT	NET GAIN/LOSS	
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	SEL	04/26/2012 1,989.120	1,989.12		1,989.12 1,989.12		
	BUY	04/30/2012 900.000	900.00		900.00 900.00		
	BUY	05/01/2012 286.680	286.68		286.68 286.68		
	SEL	05/01/2012 16,149.230	16,149.23		16,149.23 16,149.23		
	SEL	05/02/2012 4,787.000	4,787.00		4,787.00 4,787.00		
	BUY	05/25/2012 30.000	30.00		30.00 30.00		
	BUY	05/30/2012 106,286.180	106,286.18		106,286.18 106,286.18		
	BUY	05/31/2012 9,222.310	9,222.31		9,222.31 9,222.31		
	BUY	06/01/2012 299.130	299.13		299.13 299.13		
	SEL	06/01/2012 16,149.230	16,149.23		16,149.23 16,149.23		
	BUY	06/22/2012 2,590.000	2,590.00		2,590.00 2,590.00		
	SEL	06/29/2012 17,610.210	17,610.21		17,610.21 17,610.21		
	BUY	07/02/2012 2,078.580	2,078.58		2,078.58 2,078.58		
	SEL	07/13/2012 542.150	542.15		542.15 542.15		
	SEL	07/19/2012 783.000	783.00		783.00 783.00		
	SEL	07/27/2012 1,999.900	1,999.90		1,999.90 1,999.90		

ACCOUNT STATEMENT

Statement Period 01/01/2012 through 12/31/2012
Account Number 1050016783 283

Report Of 5% Transactions

AGGREGATE BY ASSET					5,028,297.31	THRESHOLD	251,414.87
DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNU MKT	NET GAIN/LOSS	
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	BUY	07/31/2012 900.000	900.00		900.00 900.00		
	BUY	08/01/2012 287.550	287.55		287.55 287.55		
	SEL	08/01/2012 16,757.020	16,757.02		16,757.02 16,757.02		
	BUY	08/24/2012 30.000	30.00		30.00 30.00		
	SEL	08/28/2012 3,748.000	3,748.00		3,748.00 3,748.00		
	SEL	08/31/2012 16,757.010	16,757.01		16,757.01 16,757.01		
	BUY	09/04/2012 261.650	261.65		261.65 261.65		
	BUY	09/14/2012 4,250.000	4,250.00		4,250.00 4,250.00		
	BUY	09/28/2012 40.000	40.00		40.00 40.00		
	BUY	10/01/2012 2,075.470	2,075.47		2,075.47 2,075.47		
	SEL	10/01/2012 17,172.210	17,172.21		17,172.21 17,172.21		
	SEL	10/09/2012 41,891.310	41,891.31		41,891.31 41,891.31		
	BUY	10/09/2012 41,891.310	41,891.31		41,891.31 41,891.31		
	SEL	10/31/2012 1,117.050	1,117.05		1,117.05 1,117.05		
	BUY	11/01/2012 270.090	270.09		270.09 270.09		
	BUY	11/01/2012 390,267.510	390,267.51		390,267.51 390,267.51		

ACCOUNT STATEMENT

Statement Period 01/01/2012 through 12/31/2012
Account Number 1050016783 283

Report Of 5% Transactions

AGGREGATE BY ASSET		VALUATION		5,028,297.31		THRESHOLD		251,414.87	
DESCRIPTION	TRAN TYPE	SETTLE DATE / SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNU MKT	NET GAIN/LOSS			
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	SEL	11/02/2012 900.000	900.00		900.00 900.00				
	BUY	11/21/2012 30.000	30.00		30.00 30.00				
	SEL	11/30/2012 17,290.930	17,290.93		17,290.93 17,290.93				
	BUY	12/03/2012 177.770	177.77		177.77 177.77				
	SEL	12/05/2012 4,330.000	4,330.00		4,330.00 4,330.00				
	BUY	12/12/2012 177,434.450	177,434.45		177,434.45 177,434.45				
	BUY	12/20/2012 4,250.000	4,250.00		4,250.00 4,250.00				
	BUY	12/27/2012 2,997.750	2,997.75		2,997.75 2,997.75				
	BUY	12/28/2012 40.000	40.00		40.00 40.00				
	BUY	12/28/2012 252,756.650	252,756.65		252,756.65 252,756.65				
	SEL	12/31/2012 3,280.830	3,280.83		3,280.83 3,280.83				
	35 PURCHASES FOR	1,341,777.72	234,804.76	ISSUE AGGREGATE TOTAL	1,576,582.48				
CUSIP # CHB007060 TINICUM II	SEL	01/24/2012 184,058.150	184,058.15		184,058.15 96,963.67			87,094.48	
	SEL	05/30/2012 106,286.180	106,286.18		106,286.18 55,992.62			50,293.56	
	SEL	11/05/2012 250,262.880	250,262.88		250,262.88 131,840.99			118,421.89	
	SEL	12/13/2012 177,434.450	177,434.45		177,434.45 93,474.24			83,960.21	

ACCOUNT STATEMENT

Statement Period 01/01/2012 through 12/31/2012
Account Number 1050016783 283

Report Of 5% Transactions

AGGREGATE BY ASSET		VALUATION		5,028,297.31 THRESHOLD		251,414.87	
DESCRIPTION	TRAN TYPE	SETTLE DATE / SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNL MKT	NET GAIN/LOSS	
CUSIP # CHB007060 TINICUM II	SEL	01/02/2013 248,164.660	248,164.66		248,164.66 130,735.63	117,429.03	
	SEL	09/26/2013 7,693.770	7,693.77		7,693.77 4,053.15	3,640.62	
	SEL	09/26/2013 1,003.990	1,003.99		1,003.99 528.91	475.08	
0 PURCHASES FOR	0.00	7 SALES FOR	974,904.08	ISSUE AGGREGATE TOTAL	974,904.08		

ACCOUNT STATEMENT

Statement Period
Account Number 01/01/2012 through 12/31/2012
1050016783 283

Report Of 5% Transactions

AGGREGATE BY BROKER VALUATION 5,028,297.31 THRESHOLD 251,414.87

DESCRIPTION

TRAN TYPE SETTLE DATE / SHARES / UNITS PURCHASE / SALE COST / PROCEEDS BROKER COMMISSION / OTH EXPENSE COST OF ASSET / PREV ANNL MKT NET GAIN / LOSS

NO REPORTABLE TRANSACTIONS

ACCOUNT STATEMENT

Statement Period
Account Number

01/01/2012 through 12/31/2012
1050016783

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Report Of 5% Transactions

BY ASSET		VALUATION		5,028,297.31 THRESHOLD		251,414.87	
DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNL MKT		NET GAIN/LOSS
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	BUY	11/01/2012 390,267.510	390,267.51		390,267.51 390,267.51		
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	BUY	12/28/2012 252,756.650	252,756.65		252,756.65 252,756.65		
2 PURCHASES FOR		643,024.16	0 SALES FOR	0.00	ISSUE AGGREGATE TOTAL		643,024.16

ACCOUNT STATEMENT

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Account Number

01/01/2012 through 12/31/2012
1050016783

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Report Of 5% Transactions

AGGREGATE BY ASSET

VALUATION

5,028,297.31 THRESHOLD

251,414.87

DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNL MKT	NET GAIN/LOSS
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	BUY	01/03/2012 1,407.080	1,407.08		1,407.08 1,407.08	
	BUY	01/03/2012 1,227.940	1,227.94		1,227.94 1,227.94	
	BUY	01/11/2012 150,000.000	150,000.00		150,000.00 150,000.00	
	BUY	01/23/2012 184,058.150	184,058.15		184,058.15 184,058.15	
	SEL	01/27/2012 1,984.240	1,984.24		1,984.24 1,984.24	
	BUY	01/31/2012 750.000	750.00		750.00 750.00	
	BUY	02/01/2012 251.320	251.32		251.32 251.32	
	SEL	02/01/2012 14,776.690	14,776.69		14,776.69 14,776.69	
	SEL	02/15/2012 2,491.170	2,491.17		2,491.17 2,491.17	
	BUY	02/24/2012 30.000	30.00		30.00 30.00	
	BUY	03/01/2012 291.170	291.17		291.17 291.17	
	SEL	03/01/2012 15,607.080	15,607.08		15,607.08 15,607.08	
	BUY	03/23/2012 2,590.000	2,590.00		2,590.00 2,590.00	
	SEL	03/30/2012 15,607.080	15,607.08		15,607.08 15,607.08	
	BUY	04/02/2012 1,518.980	1,518.98		1,518.98 1,518.98	
	SEL	04/13/2012 1,084.300	1,084.30		1,084.30 1,084.30	

ACCOUNT STATEMENT

Statement Period
Account Number

01/01/2012 through 12/31/2012
1050016783

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Report Of 5% Transactions

AGGREGATE BY ASSET

VALUATION

5,028,297.31 THRESHOLD

251,414.87

DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNL MKT	NET GAIN/LOSS
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	SEL	04/26/2012 1,989.120	1,989.12		1,989.12 1,989.12	
	BUY	04/30/2012 900.000	900.00		900.00 900.00	
	BUY	05/01/2012 286.680	286.68		286.68 286.68	
	SEL	05/01/2012 16,149.230	16,149.23		16,149.23 16,149.23	
	SEL	05/02/2012 4,787.000	4,787.00		4,787.00 4,787.00	
	BUY	05/25/2012 30.000	30.00		30.00 30.00	
	BUY	05/30/2012 106,286.180	106,286.18		106,286.18 106,286.18	
	BUY	05/31/2012 9,222.310	9,222.31		9,222.31 9,222.31	
	BUY	06/01/2012 299.130	299.13		299.13 299.13	
	SEL	06/01/2012 16,149.230	16,149.23		16,149.23 16,149.23	
	BUY	06/22/2012 2,590.000	2,590.00		2,590.00 2,590.00	
	SEL	06/29/2012 17,610.210	17,610.21		17,610.21 17,610.21	
	BUY	07/02/2012 2,078.580	2,078.58		2,078.58 2,078.58	
	SEL	07/13/2012 542.150	542.15		542.15 542.15	
	SEL	07/19/2012 783.000	783.00		783.00 783.00	
	SEL	07/27/2012 1,999.900	1,999.90		1,999.90 1,999.90	

ACCOUNT STATEMENT

Statement Period
Account Number

01/01/2012 through 12/31/2012
1050016783

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Report Of 5% Transactions

AGGREGATE BY ASSET		VALUATION		5,028,297.31 THRESHOLD		251,414.87
DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNL MKT	NET GAIN/LOSS
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	BUY	07/31/2012 900.000	900.00		900.00 900.00	
	BUY	08/01/2012 287.550	287.55		287.55 287.55	
	SEL	08/01/2012 16,757.020	16,757.02		16,757.02 16,757.02	
	BUY	08/24/2012 30.000	30.00		30.00 30.00	
	SEL	08/28/2012 3,748.000	3,748.00		3,748.00 3,748.00	
	SEL	08/31/2012 16,757.010	16,757.01		16,757.01 16,757.01	
	BUY	09/04/2012 261.650	261.65		261.65 261.65	
	BUY	09/14/2012 4,250.000	4,250.00		4,250.00 4,250.00	
	BUY	09/28/2012 40.000	40.00		40.00 40.00	
	BUY	10/01/2012 2,075.470	2,075.47		2,075.47 2,075.47	
	SEL	10/01/2012 17,172.210	17,172.21		17,172.21 17,172.21	
	SEL	10/09/2012 41,891.310	41,891.31		41,891.31 41,891.31	
	BUY	10/09/2012 41,891.310	41,891.31		41,891.31 41,891.31	
	SEL	10/31/2012 1,117.050	1,117.05		1,117.05 1,117.05	
	BUY	11/01/2012 270.090	270.09		270.09 270.09	
	BUY	11/01/2012 390,267.510	390,267.51		390,267.51 390,267.51	

ACCOUNT STATEMENT

Statement Period
Account Number

01/01/2012 through 12/31/2012
1050016783

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Report Of 5% Transactions

AGGREGATE BY ASSET VALUATION 5,028,297.31 THRESHOLD 251,414.87

DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNL MKT	NET GAIN/LOSS
CUSIP # 20035Y102 COMERICA SHORT TERM FUND	SEL	11/02/2012 900.000	900.00		900.00 900.00	
	BUY	11/21/2012 30.000	30.00		30.00 30.00	
	SEL	11/30/2012 17,290.930	17,290.93		17,290.93 17,290.93	
	BUY	12/03/2012 177.770	177.77		177.77 177.77	
	SEL	12/05/2012 4,330.000	4,330.00		4,330.00 4,330.00	
	BUY	12/12/2012 177,434.450	177,434.45		177,434.45 177,434.45	
	BUY	12/20/2012 4,250.000	4,250.00		4,250.00 4,250.00	
	BUY	12/27/2012 2,997.750	2,997.75		2,997.75 2,997.75	
	BUY	12/28/2012 40.000	40.00		40.00 40.00	
	BUY	12/28/2012 252,756.650	252,756.65		252,756.65 252,756.65	
	SEL	12/31/2012 3,280.830	3,280.83		3,280.83 3,280.83	

35 PURCHASES FOR 1,341,777.72 24 SALES FOR 234,804.76 ISSUE AGGREGATE TOTAL 1,576,582.48

CUSIP # CHB007060 TINICUM II	SEL	01/24/2012 184,058.150	184,058.15		184,058.15 96,963.67	87,094.48
	SEL	05/30/2012 106,286.180	106,286.18		106,286.18 55,992.62	50,293.56
	SEL	11/05/2012 250,262.880	250,262.88		250,262.88 131,840.99	118,421.89
	SEL	12/13/2012 177,434.450	177,434.45		177,434.45 93,474.24	83,960.21

ACCOUNT STATEMENT

Statement Period 01/01/2012 through 12/31/2012
Account Number 1050016783

283

Report Of 5% Transactions

AGGREGATE BY ASSET		VALUATION		5,028,297.31 THRESHOLD		251,414.87
DESCRIPTION	TRAN TYPE	SETTLE DATE/ SHARES/UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION/ OTH EXPENSE	COST OF ASSET/ PREV ANNL MKT	NET GAIN/LOSS
CUSIP # CHB007060 TINICUM II	SEL	01/02/2013 248,164.660	248,164.66		248,164.66 130,735.63	117,429.03
	SEL	09/26/2013 7,693.770	7,693.77		7,693.77 4,053.15	3,640.62
	SEL	09/26/2013 1,003.990	1,003.99		1,003.99 528.91	475.08
0 PURCHASES FOR	0.00	7 SALES FOR	974,904.08	ISSUE AGGREGATE TOTAL		974,904.08

Denison Industries, Inc. Pension Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Identity of issuer/description of investment	Cost	Current value
Pooled separate account		
Merrill Lynch Covered Call Portfolio	\$ 500,000	\$ 617,284
*Comerica Bank		
Short-Term Money Fund	3,098,618	3,098,618
Limited partnership interests		
Tinicum Capital Partners II, L.P.	205,783	1,000,000
Tinicum Capital Partners II Add-On, L.P.	1	77,000
VN Capital Fund LP	<u>500,000</u>	<u>565,548</u>
Total limited partnership interests	705,784	1,642,548
Common stock		
AM Castle & Co.	10,527	14,770
Reliance Steel & Aluminum Co.	693,918	1,055,700
Bank of America Corp.	28,034	46,440
Citigroup Inc.	82,133	118,680
*Comerica Inc.	275,500	364,080
JPMorgan Chase & Co.	<u>104,185</u>	<u>131,907</u>
Total common stock	<u>1,194,297</u>	<u>1,731,577</u>
Total investments	<u>\$5,498,699</u>	<u>\$7,090,027</u>

*Represents a party-in-interest.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29		3	2								5
30-34			3	3							6
35-39			2	1	1						4
40-44		2	5	2							9
45-49		5	2	3	1						11
50-54		3	4		1	6					14
55-59		2	5		2	5					14
60-64			1	1	1	2					5
65-69				1							1
70 & up											
Total		15	24	11	6	13					69

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

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

Discount rate sponsor elections			
• Segment rates or full yield curve	Segment		
• Look-back months	4		
• Use stabilized rates – funding	Yes		
• Use stabilized rates – Section 436 benefit restrictions	Yes		
	<u>Stabilized rates</u>	<u>Nonstabilized rates</u>	
• First 5 years	5.54%	2.06%	
• Next 15 years	6.85%	5.25%	
• Over 20 years	7.52%	6.32%	
Mortality sponsor elections			
• Healthy participants	Section 430(h)(3) prescribed separate generational annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement based on Scale AA.		
• Pre-1995 disabilities	Same as healthy mortality		
• Post-1994 disabilities	Same as healthy mortality		
Other economic assumptions			
• Salary increases	Not Applicable		
• Expenses	\$26,000 added to current year normal cost		
Demographic assumptions			
• Withdrawal	40% of the 2003 SOA Mercer Modified Age Only Table.		
• Disability incidence	See table of sample rates.		
• Retirement age	Age 65		
• Benefit commencement age for			
— Future vested deferred	65		
— Current vested deferred	65		
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
— Percentage married	90%	90%	
— Spouse age difference	3 years younger	3 years older	
Form of payment	<u>Single life</u>	<u>75% J&S</u>	<u>50% J&S</u>
• Active retirements	50%	50%	0%
• Future vested deferred	50%	50%	0%
• Future disabilities	50%	50%	0%
• Future deaths	0%	0%	100%
• Current vested deferred	50%	50%	0%
Unpredictable contingent event assumptions	N/A		

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of Sample Rates**

Attained age	Percentage	
	Withdrawal	Disability incidence
20	10.40%	0.03%
25	7.20	0.03
30	4.88	0.04
35	3.48	0.05
40	2.76	0.07
45	2.44	0.10
50	2.24	0.18
55	1.76	0.36
60	0.00	0.90
65	0.00	0.00

Actuarial Methods for Funding**Asset Methods**

The asset valuation method is the fair market value.

Participant Methods

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

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

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

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

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

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Shortfall bases					
Year established		Outstanding balance	Years remaining	2012 Installment	
2011	\$	974,147	6	\$	186,621
2012		(314,192)	7		(53,326)
Total	\$	659,955		\$	133,295

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2012**This Form is Open to Public Inspection**For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

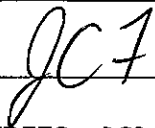
A Name of plan DENISON INDUSTRIES, INC. PENSION PLAN		B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF DENISON INDUSTRIES, INC.		D Employer Identification Number (EIN) 75-2350819
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other		
F Prior 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	5,178,068
b Actuarial value		2b	5,178,068
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	28	1,774,827
b For terminated vested participants	3b	204	1,629,894
c For active participants:			
(1) Non-vested benefits	3c(1)		26,248
(2) Vested benefits	3c(2)		1,890,334
(3) Total active	3c(3)	69	1,916,582
d Total	3d	301	5,321,303
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	7.19 %
6 Target normal cost		6	26,000

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	 JAMES C. FRIES Signature of actuary	<u>10/11/2013</u> Date
<u>JAMES C. FRIES, ASA, EA, MAAA</u> Type or print name of actuary		<u>11-06416</u> Most recent enrollment number
<u>MERCER</u> Firm name		<u>(313) 259-5500</u> Telephone number (including area code)
<u>600 RENAISSANCE CENTER, SUITE 1800</u> Address of the firm		
<u>DETROIT MI 48243-1815</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)	594,776	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	71,886	0
9 Amount remaining (line 7 minus line 8)	522,890	0
10 Interest on line 9 using prior year's actual return of <u>(1.18)</u> %	(6,170)	
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>6.42</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)	516,720	0

Part III Funding Percentages

14 Funding target attainment percentage	14	87.59 %
15 Adjusted funding target attainment percentage	15	87.59 %
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	90.71 %
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
01/11/2013	150,000				
Totals ▶			18(b)	150,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	139,672

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**22** Weighted average retirement age**22**

61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28****29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29****30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29)**30****Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):

a Target normal cost (line 6).....

31a

26,000

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

31b**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment.....

659,955

133,295

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

159,295

35 Balances elected for use to offset funding requirement.....

Carryover balance

Prefunding balance

Total balance

106,310

0

106,310

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

52,985

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

139,672

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)

38a

86,687

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

38b

86,687

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, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Established January 1, 1972; amended and restated January 1, 1976; amended and restated February 27, 1981; amended and restated January 1, 1987 with some provisions effective January 1, 1989; amended and restated effective January 1, 1997 and subsequently amended effective January 1, 2002; amended and restated effective January 1, 2008 and further amended through Amendment No. 10. The plan was last amended effective January 1, 2011.
Status of the plan	Accrued benefits were frozen as of December 31, 2008. As part of the benefit freeze amendment, all participants with service earned after January 1, 2004 were vested in their benefit.
Significant events that occurred during the year	None.
Definitions	
• Participation	An employee shall become a participant on the date that a year of Continuous Service is first completed and at least 1,000 hours are worked. Union employees who are covered by a union welfare or pension plan to which the Employer is required to contribute are not eligible to participate in the Plan. Accrued benefits were frozen as of December 31, 2008.
• Continuous service	Continuous Service means the period of uninterrupted employment (calculated to the next highest 1/12 of a year) starting with an employee's date of hire.
Normal retirement	
• Eligibility	The first day of the month next following the attainment of age 65.
• Benefit	A monthly retirement income equal to one-twelfth of the sum of (i) and (ii) below: <ul style="list-style-type: none"> (i) the Participant's Accrued Benefit as of December 31, 1988, pursuant to the benefit formula then in effect; (ii) 2% of the Participant's Compensation for each plan year after December 31, 1988.
Early retirement	
• Eligibility	The first day of any month prior to the Normal Retirement Date, subsequent to the attainment of age 55 and the completion of 5 or more years of Continuous Service.
• Benefit	A monthly retirement income equal to the Normal Retirement Benefit accrued to date of Early Retirement reduced 0.7% for each month that benefit payments commence before age 65.
Deferred vested	
• Eligibility	The vesting percentage is 100% after 5 years of employment.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	A Participant who terminates employment after completing 5 or more years of Continuous Service shall be eligible to receive a monthly benefit commencing at Normal Retirement Date in an amount equal to the Normal Retirement Benefit accrued to date of termination.
Disability	Not applicable.
Pre-retirement death	
• Eligibility	A Participant who has completed at least 5 years of Continuous Service or has attained age 65 but has not retired shall automatically be covered for the Pre-Retirement Death benefit in the event of death.
• Benefit	<p>The benefit will be paid to the Spouse for life, equal to fifty percent (50%) of the Participant's benefit calculated as if termination took place on the date of death and the Participant survived to the earliest possible retirement date and retired on that date and elected a 50% post-retirement joint and survivor form of payment.</p> <p>Prior to January 1, 2011, the term "Spouse" referenced above included designated non-spouse beneficiaries in the event that there was not an eligible spouse entitled to the benefit. As of January 1, 2011, only eligible spouses are entitled to the benefit. The pre-retirement death benefit will no longer apply to non-spouse beneficiaries.</p>
Form of benefits	
• Automatic form for unmarried participants	The normal form of payment is a monthly annuity payable for the duration of a Participant's lifetime.
• Automatic form for married participants	If the Participant is married, benefits will be paid in the form of a qualified 50% Joint and Survivor Annuity equal to the Normal Retirement Benefit accrued to the date of retirement (reduced accordingly for early retirement), reduced for a Qualified Joint and Survivor Annuity. Upon the Participant's death, fifty percent (50%) of this reduced benefit shall be paid to the Spouse for life.
• Optional forms	<p>Other equivalent payout forms are available.</p> <p>(i) A life annuity with one hundred twenty (120) guaranteed payments;</p> <p>(ii) A joint and 50%, 75% or 100% survivor annuity.</p>
• Optional form conversion factors	<ul style="list-style-type: none"> • Life annuity with 120 guaranteed payments: 92% • 50% survivor annuity: 90% adjusted +/- .5% for the spouse's age difference • 75% survivor annuity: 85% adjusted +/- .75% for the spouse's age difference • 100% survivor annuity: 80% adjusted +/- 1% for the spouse's age difference
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.

Schedule SB, Part V — Summary of Plan Provisions

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as amended effective January 1, 2011, are included in this valuation.

- **Most recent plan amendments included:** None.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* Current active participants over normal retirement are valued using their accrued benefit. Late retirement actuarial increases are deemed to be immaterial for the purpose of the valuation.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** The results of the top-heavy testing for this plan can be found in the actuarial valuation report. Since, the plan is not top-heavy, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Additional Benefits Included or Excluded

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

Plan Provision Changes Since Prior Valuation

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

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

Retirement age is assumed to be 65.