Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1985

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

THE W.W. WILLIAMS CO.

835 WEST GOODALE BOULEVARD
COLUMBUS, OH 43212

835 WEST GOODALE BOULEVARD
COLUMBUS, OH 43212

2b Employer Identification Number (EIN)
31-4343230

2c Sponsor's telephone number
614-228-5000

2d Business code (see instructions)
811110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/01/2013	KELLY TURLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2013	WILLIAM WILLIAMS
	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

THE W.W. WILLIAMS CO.

835 WEST GOODALE BOULEVARD
COLUMBUS, OH 43212

3b Administrator's EIN
31-4343230

3c Administrator's telephone number
614-228-5000

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	982
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**	975
b	Retired or separated participants receiving benefits	**6b**	6
c	Other retired or separated participants entitled to future benefits	**6c**	95
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1076
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	1078
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1047
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	33
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:
2E 2F 2G 2J 2K 2S 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE W.W. WILLIAMS CO.

D Employer Identification Number (EIN)
31-4343230

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

FID.INV.INST.OPS.CO.

04-2647786

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

HIGHLAND CONSULTING ASSOCIATES, INC

GORDON BUILDING, SUITE 350
59 CROCKER PARK BLVD
CLEVELAND, OH 44145

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37 60	RECORDKEEPER	49724	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALGER SM CAP GR IS I - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALZGI NFJ SMCPVL ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
DODGE & COX STOCK - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
HARBOR CAP APPR INST - PRINCIPAL SH P.O. BOX 804660 CHICAGO, IL 60680	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE W.W. WILLIAMS CO.

D Employer Identification Number (EIN)
31-4343230

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WF STABLE VALUE

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-6751924-001	C	4885913

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE W.W. WILLIAMS CO.

D Employer Identification Number (EIN)
31-4343230

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	37020
(2) Participant contributions	1b(2)	0	125138
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1350760	1406612
(9) Value of interest in common/collective trusts	1c(9)	4277080	4885913
(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)	29692599	34648934
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	35320439	41103617
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	35320439	41103617

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)	1303630	
(B) Participants	2a(1)(B)	2685096	
(C) Others (including rollovers)	2a(1)(C)	179710	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4168436
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	58043	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		58043
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1114315	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1114315
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-10167
(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)		3167954
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		8498581
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2656197	
(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)		2656197
f Corrective distributions (see instructions)	2f		9466
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	49740	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		49740
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2715403
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5783178
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: HIRTH, NORRIS AND GARRISO, LLP **(2)** EIN: 31-1158488

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		41497
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n		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.

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

A Name of plan
THE W.W. WILLIAMS CO. EMPLOYEES SAVINGS PLAN & TRUST PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE W.W. WILLIAMS CO.

D Employer Identification Number (EIN)
31-4343230

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

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**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% 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):

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST

FINANCIAL STATEMENTS

* * * * *

DECEMBER 31, 2012 AND 2011

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SCHEDULE OF ASSETS HELD FOR INVESTMENT	17

HIRTH
NORRIS &
GARRISON, LLP

Partners
JAMES E. NORRIS, CPA
JODI L. GARRISON, CPA
TIMOTHY R. HARRIS, CPA

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

Plan Administrator
The W. W. Williams Company
Employee Savings Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The W. W. Williams Company Employee Savings Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and the years then ended that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

Hirth Norris & Harrison, LLP

Grove City, Ohio
June 7, 2013

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Contributions receivable	$ 162,158	$ 0
Investments		
Mutual funds	39,534,847	33,969,679
Participant loans – at principal due	1,406,612	1,350,760
Total assets	41,103,617	35,320,439
LIABILITIES	0	0
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 41,103,617	$ 35,320,439

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

THE W. W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
INCREASES		
Employer matching contributions	$ 809,463	$ 741,533
Employer profit sharing contributions	494,168	486,544
Employee compensation reduction, Roth and rollover contributions	2,864,805	2,597,614
Investment income		
Interest income – participant loans	58,043	58,565
Dividend income – mutual funds	1,124,256	850,106
Realized gain (loss) on sale of mutual funds	1,873,869	(6,325)
Unrealized appreciation (depreciation) of mutual funds	1,273,976	(1,389,978)
Total Increases	8,498,580	3,338,059
DECREASES		
Benefits paid directly to participants or to designated successor trustees	2,665,662	1,915,577
Administrative fees	49,740	54,141
Total Decreases	2,715,402	1,969,718
CHANGE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	5,783,178	1,368,341
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	35,320,439	33,952,098
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 41,103,617	$ 35,320,439

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

NOTE 1 - DESCRIPTION OF PLAN

The W. W. Williams Company Employee Savings Plan and Trust (Plan), is a defined contribution 401(k) profit sharing plan which was formed, effective January 1, 1985, for the purpose of providing retirement benefits to employees of The W. W. Williams Company (Plan sponsor).

The Plan provides the opportunity for participants to make before-tax (401(k)) compensation reduction contributions under the guidelines provided by Internal Revenue service regulations. In addition, participants may make rollover deposits to the Plan from other qualified plans and after tax or "Roth" contributions.

All employees are eligible to participate in the 401(k) contribution portion of the plan after completion of three months of service. Voluntary compensation reduction contributions are based on whole percentages (maximum 60%) or a specified dollar amount (not to exceed 60%) of a participant's compensation. However, total deferrals by a participant in any calendar year may not exceed a dollar limit set by law ($17,000 for 2012 and $16,500 for 2011). Participants who are at least 50 years old by the end of the year may make special "catch-up" contributions. The limit for "catch-up" contributions was $5,500 in both 2012 and 2011. The dollar limits for basic and "catch-up" compensation reduction contributions will be increased in future years for cost of living changes. Participating employees may also make after tax or "Roth" contributions to the Plan. Roth contribution limits in 2012 and 2011 were $5,000 ($6,000 for employees age 50 and older).

The Plan sponsor makes a matching contribution on behalf of all participants who make compensation reduction contributions if at least one year of service has been completed (a year of service is 1,000 or more hours worked). The matching contribution is equal to 50% of the first 5% of compensation a participant contributes to the Plan and is calculated on a per pay basis. Matching contributions are not made on "catch up" contributions.

The Plan sponsor may make discretionary non-elective contributions to the Plan. In order to participate in employer non elective contributions an employee must have completed at least 1,000 hours of service and be employed on the last day of the year. Discretionary contributions are allocated to eligible employees based primarily on compensation levels. But an employee's age and years of service at the end of the Plan year are also considered when allocating discretionary contributions.

Participants elect to allocate contributions between twenty-one available funds, each fund providing different investment objectives and degrees of risk. The Plan also provides for loans to participants subject to Internal Revenue Service limitations. The notes bear a reasonable rate of interest as determined by the Plan trustee and are payable up to a period of five years, with the exception of loans related to purchase of principal residences which may be payable for a period up to 10 years.

Upon enrollment in the Plan, a participant directs his contributions and employer matching and discretionary contributions to any of twenty-one investment options:

1. PIMCO Total Return Fund

   Objective: Seeks to provide high total return that exceeds general bond market indicates by investing in all types of bonds, including US government, corporate, mortgage and foreign.

NOTE 1 - DESCRIPTION OF THE RETIREMENT PLAN (Continued)

2. Alger Small Cap Growth Institutional I Fund

   Objective: Seeks long-term capital appreciation by focusing on small, fast growing companies that offer innovative products, services or technologies to a rapidly expanding marketplace. The fund normally invests at least 80% of its assets in the equity securities of small capitalization companies. These are companies within the range of companies in the Russell 2000 Growth Index or the Standard & Poors Small Cap 600 Index.

3. Harbor Capital Appreciation Fund

   Objective: Seeks to increase value over the long term through capital growth by investing in equity securities of established companies with above average potential for growth.

4. Dodge & Cox Stock Fund

   Objective: Seeks to provide long-term growth of principal and income with a secondary objective to provide reasonable current income. The fund invests at least 80% of its assets in a broadly diversified portfolio of common stocks. It may also invest in other securities such as preferred or convertible stocks and up to 20% of its assets in US dollar denominated foreign securities.

5. Wells Fargo Stable Return Fund Class M

   Objective: Seeks stability of principal and consistency of returns with minimal volatility. The Fund invests in financial investments that seek to provide participants with a stable crediting rate and safety of principal plus accrued interest.

6. Allianz NFJ Small Cap Value Fund, Admin Class

   Objective: Seeks long-term growth of capital and income by investing primarily in common stocks with market capitalization between $100 million and $1.8 billion and below average price to earnings ratios relative to their earnings groups.

7. Fidelity Diversified International Fund

   Objective: Seeks to increase the value of investment over the long term through capital growth by investing primarily (at least 65% of its assets) in foreign securities.

8. Fidelity Spartan U.S. Equity Index Fund

   Objective: Seeks to match the total return of the Standard & Poor's 500 Index (S&P 500) by investing primarily in the 500 companies that make up the S&P 500 index and in other securities that are based on the value of the index.

NOTE 1 - DESCRIPTION OF THE RETIREMENT PLAN (Continued)

9. Fidelity Freedom Index Inc. Cl W Fund

   Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment, using a moderate asset allocation strategy designed for investors already in retirement by allocating assets among underlying Fidelity funds according to a stable target asset allocation strategy of approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds.

10. Fidelity Freedom Index 2000 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expected to have retired around the year 2000 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2000).

11. Fidelity Freedom Index 2005 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expected to have retired around the year 2005 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2005).

12. Fidelity Freedom Index 2010 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expected to have retired around the year 2010 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds and 40% in short-term funds (approximately 10 to 15 years after the year 2010).

13. Fidelity Freedom Index 2015 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expecting to retire around the year 2015 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches

NOTE 1 - DESCRIPTION OF THE RETIREMENT PLAN (Continued)

approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2015).

14. Fidelity Freedom Index 2020 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expecting to retire around the year 2020 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2020).

15. Fidelity Freedom Index 2025 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment, using a moderate asset allocation strategy designed for investors expected to retire around the year 2025 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches 15% in domestic equity funds, 5% in international equity, 40% in bond, and 40% in short-term funds (approximately 10 to 15 years after the year 2025).

16. Fidelity Freedom Index 2030 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment, using a moderate asset allocation strategy designed for investors expected to retire around the year 2030 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2030).

17. Fidelity Freedom Index 2035 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expecting to retire around the year 2035 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2035).

NOTE 1 - DESCRIPTION OF THE RETIREMENT PLAN (Continued)

18. Fidelity Freedom Index 2040 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expecting to retire around the year 2040 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2040).

19. Fidelity Freedom Index 2045 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expecting to retire around the year 2045 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2045).

20. Fidelity Freedom Index 2050 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expecting to retire around the year 2050 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2050).

21. Fidelity Freedom Index 2055 Cl W Fund

    Objective: Seeks to provide investment results that correspond to the total return of a specific index or market segment using a moderate asset allocation strategy designed for investors expecting to retire around the year 2055 by allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 40% in bond funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2055).

NOTE 1 - DESCRIPTION OF THE RETIREMENT PLAN (Continued)

Participant account balances are fully vested at all times in salary reduction contributions, rollover contributions and earnings thereon. Plan sponsor (employer) matching and discretionary contributions and earnings thereon vest in accordance with the following schedule:

Years of Service	Vesting Percentage
Less than 3	0%
3	100%

Forfeited Accounts

Forfeitures can be allocated to the employer matching contribution account of the eligible participants who are employed at the time of reallocation. In addition, forfeitures may be used to pay Plan expenses. The Plan had $36,717 and $32,459 in forfeitures in 2012 and 2011 respectively. Forfeitures of $31,791 and $33,818 were used for Plan expenses in 2012 and 2011 respectively.

Withdrawals

Amounts can only be withdrawn from the Plan upon terminating employment, attaining age 59 1/2, or demonstrating financial hardship, subject to guidelines prescribed by the Internal Revenue Service.

Participant Accounts

Participants may change their investment options by contacting Fidelity Management Trust Company directly via telephone or computer.

An account is maintained for each participant. The account balances are adjusted:

- For a pro rata share of investment income, expenses, gains and losses based on fund activity and the number of units held in the applicable fund.
- For before tax compensation reduction contributions made by the participant, rollover contributions from other qualified plans and after tax or "Roth" contributions.
- For Plan sponsor discretionary contributions, if any, and compensation matching contributions

NOTE 2 - ACCOUNTING POLICIES

Date of Management Review

Subsequent events were evaluated through June 7, 2013, which is the date the financial statements were available to be issued.

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting. Assets of the Plan are stated at current fair values. The fair values of mutual funds are as reported by the trustee (Note 4) at year-end. Investment income is recorded when earned. Benefits and other expenses are recognized when paid. The Plan sponsor's discretionary profit sharing contributions are recognized by the Plan in the year received by the Plan.

NOTE 2 - ACCOUNTING POLICIES (Continued)

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Valuation of Investments

Investments in mutual funds are valued by the trustee of the Plan. Participant loans are valued at their respective principal balances at year-end.

NOTE 3 - NOTES RECEIVABLE FROM PARTICIPANTS

The Plan provides for loans to participants subject to Internal Revenue Service limitations. The notes bear a reasonable rate of interest as determined by the Plan trustee and are payable up to a period of five years, with the exception of loans related to purchase of principal residences which may be payable for a period up to 10 years.

NOTE 4 - INFORMATION SUPPLIED BY PLAN TRUSTEE

All information included in the accompanying financial statements and schedules, except employee contributions, employer matching contributions and employer profit sharing contributions have been prepared by or summarized from reports prepared by Fidelity Management Trust Company, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate. The trustee maintains separate accounts for each participant. It is the trustee's responsibility to invest a participant's funds as directed by the participant.

NOTE 5 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds sponsored by Fidelity Investments "Fidelity". Fidelity Management Trust Company (FMTC), the Plan trustee, is part of the "Fidelity" group of companies. Therefore, investments in "Fidelity" sponsored mutual funds qualify as party-in-interest. Fees paid by the Plan sponsor to Fidelity for plan management services were $0 in 2012 and $5,050 in 2011. The Plan paid Fidelity fees of $31,791 for 2012 and $33,818 for 2011.

NOTE 6 - PLAN TERMINATION

Although it has not indicated an intent to do so, the Employer has the right to terminate the Plan. In the event of Plan termination, participant's accounts will be distributed in accordance with the Employee Retirement Income Security Act of 1974.

NOTE 7 - INCOME TAX STATUS

The Internal Revenue Service has ruled that the Plan qualifies as a tax-exempt plan under the applicable provisions of the Internal Revenue Code.

NOTE 8 - EXPENSES PAID BY PLAN SPONSOR

Certain Plan expenses incurred during the year are paid by the Plan sponsor. Total Plan administration expenses paid by the Plan sponsor were $0 for 2012 and $5,050 for 2011.

NOTE 9 - ALLOCATED NET ASSETS

Net assets available for benefits at December 31, 2012 and 2011, include $3,403,907 and $2,971,044 respectively allocated to the accounts of participants who as of or prior to those dates had terminated employment with the Plan sponsor and were awaiting distributions of their account balances.

NOTE 10 - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. Investments that represent 5% or more of the Plan's net assets are separately identified.

		Fair Value Measurements at Reporting Date Using:		
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012				
Mutual funds				
PIMCO Total Return Fund	$ 4,256,943	$ 4,256,943		
Alger Small Cap Growth Fund	2,265,483	2,265,483		
Dodge & Cox Stock Fund	3,846,092	3,846,092		
Fidelity Diversified International Fund	3,322,139	3,322,139		
Fidelity Freedom Index 2020 Cl W Fund	3,763,534	3,763,534		
Wells Fargo Stable Value Fund	4,885,913		4,885,913	
Spartan U.S. Equity Index Fund	6,458,412	6,458,412		
Other Mutual Funds	10,736,331	10,736,331		
Total	$ 39,534,847	$ 34,648,934	$ 4,885,913	$ 0

NOTE 10 - FAIR VALUE MEASUREMENTS (Continued)

		Fair Value Measurements at Reporting Date Using:		
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011				
Mutual funds				
PIMCO Total Return Fund	$ 3,250,156	$ 3,250,156		
Alger Small Cap Growth Fund	2,098,206	2,098,206		
Dodge & Cox Stock Fund	3,226,166	3,226,166		
Allianz NFJ Small Cap Value Fund	1,796,593	1,796,593		
Fidelity Diversified International Fund	2,988,702	2,988,702		
Fidelity Freedom 2020 Fund	3,191,335	3,191,335		
Fidelity Managed Income Portfolio	3,017,266		3,017,266	
Spartan U.S. Equity Index Fund	5,665,149	5,665,149		
Other Mutual Funds	8,736,106	8,736,106		
Total	$ 33,969,679	$ 30,952,413	$ 3,017,266	$ 0

SFAS No. 157, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan trustee uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan trustee measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were used only when Level 1 inputs were not available.

Level 1 Inputs

The fair values of the mutual funds classified as Level 1 assets are based on the closing price reported in the active market where the funds are traded.

Level 2 Inputs

The fair value of the Fidelity Managed Income Portfolio is based on observable inputs other than quoted prices for the asset, either directly or indirectly observable, that reflect assumptions market participants would use to price the asset based on market data obtained from sources independent of the plan. This may include matrix pricing, yield curves and indices.

NOTE 10 - FAIR VALUE MEASUREMENTS (Continued)

Level 3 Inputs

Unobserved inputs for the asset; these would be based on the reporting entity's assumptions of how other market participants would value the asset.

NOTE 11 - PLAN AMENDMENTS

There were no amendments to the Plan in 2012 but the Plan was amended in 2011 to exclude leased employees and nonresident alien employees from participation in the Plan.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500, SCHEDULE H

The audited financial statements and form 5500 are in agreement.

THE W.W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
EIN: 31-4343230 PN: 002
LINE 4i, SCHEDULE H, FORM 5500
SCHEDULE OF ASSETS HELD FOR INVESTMENT
DECEMBER 31, 2012

(a)	Identity of Issuer (b)	Description of Investment (c)	Cost (d)	Current Value (e)
		Mutual Funds		
	Pimco Funds	378,732 shrs PIMCO Total Return Fund		$ 4,256,943
	Alger Institutional Funds	87,504 shrs Alger Small Cap Growth Fund		2,265,483
	Harbor Funds	22,604 shrs Harbor Capital Appreciation Fund		961,116
	Dodge & Cox	31,551 shrs Dodge & Cox Stock Fund		3,846,092
	Wells Fargo	103,603 shrs Wells Fargo Stable Value Fund, Class M		4,885,913
	Allianz Funds	54,428 shrs Allianz NFJ Small Cap Value Fund		1,544,656
*	Fidelity Investments	110,960 shrs Fidelity Diversified International Fund		3,322,139
*	Fidelity Investments	127,915 shrs Fidelity Spartan U.S. Equity Fund		6,458,412
*	Fidelity Investments	38,353 shrs Fidelity Freedom Index Inc. Cl W Fund		421,111
*	Fidelity Investments	40,270 shrs Fidelity Freedom Index 2000 Cl W Fund		443,778
*	Fidelity Investments	11,880 shrs Fidelity Freedom Index 2005 Cl W Fund		137,929
*	Fidelity Investments	140,248 shrs Fidelity Freedom Index 2010 Cl W Fund		1,661,940
*	Fidelity Investments	70,885 shrs Fidelity Freedom Index 2015 Cl W Fund		847,071
*	Fidelity Investments	308,993 shrs Fidelity Freedom Index 2020 Cl W Fund		3,763,534
*	Fidelity Investments	35,581 shrs Fidelity Freedom Index 2025 Cl W Fund		440,854
*	Fidelity Investments	145,845 shrs Fidelity Freedom Index 2030 Cl W Fund		1,817,231
*	Fidelity Investments	47,534 shrs Fidelity Freedom Index 2035 Cl W Fund		597,975
*	Fidelity Investments	60,293 shrs Fidelity Freedom Index 2040 Cl W Fund		759,698
*	Fidelity Investments	35,447 shrs Fidelity Freedom Index 2045 Cl W Fund		448,765
*	Fidelity Investments	46,006 shrs Fidelity Freedom Index 2050 Cl W Fund		585,192
*	Fidelity Investments	6,888 shrs Fidelity Freedom Index 2055 Cl W Fund		69,015
		Total Investments		$ 39,534,847

* denotes party in interest.

Column (d) is blank as all investments are participant directed.

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Effective October 1st, 2012, The W.W. Williams Company switched payroll software providers to Paycor. Due to some difficulties getting things set up correctly, there were employee contributions due 10/11/13 that did not actually get transferred to the plan until 10/16/13. This was a one-time event caused by some issue with implementing the new software, so no further corrective action was needed.

THE W.W. WILLIAMS COMPANY
EMPLOYEE SAVINGS PLAN AND TRUST
EIN: 31-4343230 PN: 002
LINE 4i, SCHEDULE H, FORM 5500
SCHEDULE OF ASSETS HELD FOR INVESTMENT
DECEMBER 31, 2012

	Identity of Issuer	Description of Investment	Cost	Current Value
(a)	(b)	(c)	(d)	(e)
		Mutual Funds		
	Pimco Funds	378,732 shrs PIMCO Total Return Fund		$ 4,256,943
	Alger Institutional Funds	87,504 shrs Alger Small Cap Growth Fund		2,265,483
	Harbor Funds	22,604 shrs Harbor Capital Appreciation Fund		961,116
	Dodge & Cox	31,551 shrs Dodge & Cox Stock Fund		3,846,092
	Wells Fargo	103,603 shrs Wells Fargo Stable Value Fund, Class M		4,885,913
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*	Fidelity Investments	110,960 shrs Fidelity Diversified International Fund		3,322,139
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*	Fidelity Investments	46,006 shrs Fidelity Freedom Index 2050 Cl W Fund		585,192
*	Fidelity Investments	6,888 shrs Fidelity Freedom Index 2055 Cl W Fund		69,015
		Total Investments		$ 39,534,847

* denotes party in interest.

Column (d) is blank as all investments are participant directed.