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;
- [X] 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
JOHNS MANVILLE HOURLY RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 08/01/1966

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

JOHNS MANVILLE CORPORATION ATTN RETIREMENT 11-04

717 17TH STREET
DENVER, CO 80202

2b Employer Identification Number (EIN) 84-0856796

2c Sponsor's telephone number 303-978-2000

2d Business code (see instructions) 327900

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.	11/08/2013	LAURA REAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	11/08/2013	LAURA REAM
	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

BENEFITS COMMITTEE OF JOHNS MANVILLE CORPORATION

717 17TH STREET, P.O. BOX 5108
DENVER, CO 80202

3b Administrator's EIN: 84-0717946

3c Administrator's telephone number: 303-978-2000

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**	8175
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**	2195
b	Retired or separated participants receiving benefits	**6b**	3340
c	Other retired or separated participants entitled to future benefits	**6c**	1102
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	6637
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	901
f	Total. Add lines **6d** and **6e**	**6f**	7538
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**	4
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:
1B 1G 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 SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

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

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

A Name of plan
JOHNS MANVILLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
JOHNS MANVILLE CORPORATION ATTN RETIREMENT 11-04

D Employer Identification Number (EIN)
84-0856796

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2012			
2	Assets:			
	a Market value	2a		315011454
	b Actuarial value	2b		319389119
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	4184	179276084
	b For terminated vested participants	3b	1715	28542622
	c For active participants:			
	(1) Non-vested benefits	3c(1)		7776694
	(2) Vested benefits	3c(2)		104285332
	(3) Total active	3c(3)	2316	112062026
	d Total	3d	8215	319880732
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.99 %
6	Target normal cost	6		4749976

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary — Date: 10/15/2013

MARLISE S. BRUNO — Type or print name of actuary

11-06542 — Most recent enrollment number

MERCER — Firm name

303-376-0800 — Telephone number (including area code)

1225 17TH STREET, SUITE 1300
DENVER, CO 80202

Address of the firm

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	5515048	5413084
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	5515048	5413084
10	Interest on line 9 using prior year's actual return of 3.27%	180342	177008
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		11165322
	b Interest on (a) using prior year's effective interest rate of 6.25% except as otherwise provided (see instructions)		697833
	c Total available at beginning of current plan year to add to prefunding balance		11863155
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	5695390	5590092

Part III Funding Percentages

14	Funding target attainment percentage	14	96.31 %
15	Adjusted funding target attainment percentage	15	96.31 %
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	83.50 %
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
04/12/2012	3177000		07/15/2013	2200000	
07/13/2012	3177000				
10/12/2012	4764000				
01/14/2013	4764000				
03/29/2013	8382000				
04/12/2013	2200000				
			Totals ► 18(b)	28664000	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	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	26855623

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

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

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	4749976
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	11777095	7355057
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**	12105033

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			

36 Additional cash requirement (line 34 minus line 35)	**36**	12105033
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	26855623

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

a Total (excess, if any, of line 37 over line 36)	**38a**	14750590
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

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

SCHEDULE C (Form 5500)	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
JOHNS MANVILLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JOHNS MANVILLE CORPORATION ATTN RETIREMENT 11-04

D Employer Identification Number (EIN)
84-0856796

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

(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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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: LEE D. GOLD

b EIN: 13-2834414

c Position: ENROLLED ACTUARY

d Address: MERCER
1225 17TH STREET,SUITE 1300
DENVER, CO 80202

e Telephone: 303-376-0800

Explanation: DUE TO AN INTERNAL REASSIGNMENT OF RESPONSIBILITIES, THE ENROLLED ACTUARY HAS CHANGED FROM LEE D. GOLD (EA# 11-05519) TO MARLISE S. BRUNO (EA# 11-06542). THERE HAS BEN NO CHANGE IN THE FIRM PROVIDING ACTUARIAL SERVICES TO THE PLAN.

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
JOHNS MANVILLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
JOHNS MANVILLE CORPORATION ATTN RETIREMENT 11-04

D Employer Identification Number (EIN)
84-0856796

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: JOHNS MANVILLE MASTER PENSION TRUST

b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON 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)
84-0856796-007	M	372977924

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
JOHNS MANVILLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JOHNS MANVILLE CORPORATION ATTN RETIREMENT 11-04

D Employer Identification Number (EIN)
84-0856796

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)	18926000	17546000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	296335837	372977924
(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)		

		(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	315261837	390523924
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	195126	171167
k Total liabilities (add all amounts in lines 1g through1j)	1k	195126	171167
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	315066711	390352757

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)	28664000	
(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)		28664000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		76844096
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		105508096
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	30222050	
(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)		30222050
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		30222050
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		75286046
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: DELOITTE & TOUCHE, LLP **(2)** EIN: 13-3891517

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

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

Part IV Compliance Questions

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

During the plan year:

		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	
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		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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
JOHNS MANVILLE HOURLY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JOHNS MANVILLE CORPORATION ATTN RETIREMENT 11-04

D Employer Identification Number (EIN)
84-0856796

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): 13-3981763

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** 488

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: 85% Investment-Grade Debt: 1% High-Yield Debt: 1% Real Estate: 0% Other: 13%

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):

Johns Manville Hourly Retirement Plan

Plan Number 002
Employer Identification Number 84-0856796

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

JOHNS MANVILLE HOURLY RETIREMENT PLAN

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NOTE: All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Retirement and Benefits Committee of
Johns Manville Corporation:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Johns Manville Hourly Retirement Plan (the "Plan"), as of December 31, 2012 and 2011, and for the years then ended, listed in the foregoing Table of Contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by The Bank of New York Mellon Trust Company, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the 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.

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

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

Deloitte & Touche LLP

October 14, 2013

JOHNS MANVILLE HOURLY RETIREMENT PLAN

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

	2012	2011
ASSETS:		
Investments — at fair value — Plan's interest in Master Trust	$372,977,924	$296,335,837
Receivables —		
Employer contributions receivable	17,546,000	18,926,000
Total assets	390,523,924	315,261,837
LIABILITIES —		
Accrued administrative expenses	171,167	195,126
Total liabilities	171,167	195,126
NET ASSETS AVAILABLE FOR BENEFITS	$390,352,757	$315,066,711

See notes to financial statements.

JOHNS MANVILLE HOURLY RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Employer contributions	$ 28,664,000	$ 31,982,000
Investment income:		
Net appreciation in fair value of investments whose fair value was determined based on quoted market prices —		
Investment in Johns Manville Pension Master Trust	72,066,741	1,104,136
Dividends	4,122,608	4,868,699
Interest	1,848,589	3,150,533
Net investment income	78,037,938	9,123,368
DEDUCTIONS:		
Benefits paid directly to participants	(30,222,050)	(18,973,670)
Administrative expenses	(1,193,842)	(1,196,107)
Total deductions	(31,415,892)	(20,169,777)
NET INCREASE	75,286,046	20,935,591
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	315,066,711	294,131,120
End of year	$390,352,757	$315,066,711

See notes to financial statements.

JOHNS MANVILLE HOURLY RETIREMENT PLAN

STATEMENTS OF ACCUMULATED PLAN BENEFITS
AS OF JANUARY 1, 2012 AND 2011

	2012	2011
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:		
Vested benefits:		
Participants currently receiving payments	$177,167,339	$161,668,474
Other participants	138,817,895	133,300,061
Total vested benefits	315,985,234	294,968,535
Nonvested benefits	6,965,747	6,783,151
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	$322,950,981	$301,751,686

See notes to financial statements.

JOHNS MANVILLE HOURLY RETIREMENT PLAN

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEARS ENDED JANUARY 1, 2012 AND 2011

	2012	2011
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS — Beginning of year	$ 301,751,686	$ 309,880,032
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTABLE TO:		
Plan amendments	-	(1,363,977)
Change in actuarial assumptions	15,867,232	-
Benefits accumulated and actuarial experience	3,847,193	(9,670,237)
Increase for interest due to the decrease in the discount period	20,458,540	21,056,336
Benefits paid	(18,973,670)	(18,150,468)
NET INCREASE (DECREASE)	21,199,295	(8,128,346)
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS — End of year	$ 322,950,981	$ 301,751,686

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following description of the Johns Manville Hourly Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

General — The Plan is a noncontributory defined benefit pension plan sponsored by Johns Manville Corporation and offered through its wholly owned subsidiary Johns Manville (the "Company"). The Plan is a defined benefit pension plan covering certain union and non-union hourly employees of Johns Manville Corporation who were employed as of December 31, 2006. All non-union employees hired on or after January 1, 2007 and certain union employees hired on or after varying negotiated dates are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Company maintains the Johns Manville Master Pension Trust (the "Master Trust") fund to provide pension, disability, and pre-retirement death benefits to eligible employees in accordance with the provisions of the Plan.

In October 2012, the company amended the Plan to offer a voluntary one-time lump sum cash out program. Eligible members were offered an opportunity between October 13, 2012 and December 11, 2012 (the "Election Period") to elect to receive a distribution of their benefits under the Plan as a single-sum payment on the eligible member's Window Benefit Commencement Date, or as soon thereafter as practicable, in lieu of any future payments under the plan. The total cash lump sum distribution for the Plan in 2012 is $10,463,286.

Pension Benefits — Participants who meet the hiring requirements described above are eligible to participate in the Plan after one year of service. If employees terminate before rendering five years of accumulated service or are age 60 with less than one year of service, they forfeit the right to receive pension benefits upon retirement. Employees with five years of accumulated service or are age 60 with one year of service, as defined by the Plan, are entitled to pension benefits upon retirement based upon the employees' years of service and the benefit rate in place at the time of the hourly employees' termination or retirement from their work location.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

Risks and Uncertainties — Plan contributions and the actuarial present value of accumulated Plan benefits are determined 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.

The Plan and Master Trust utilize various investment securities including U.S. government securities, corporate fixed income, other fixed income, short-term investments and common stocks. Investment securities in general are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. Due to the level of risk associated with investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect balances in the Master Trust and the amounts reported in the financial statements.

Investment Valuation of Master Trust Fund and Income Recognition — Investments are stated at fair value. Fair value of a financial instrument is the amount 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. If available, quoted market prices are used to value investments. The Master Trust is included in a bank-administered Master Trust fund. The Bank of New York Mellon Trust Company, N.A. (the "Trustee") reports the total net asset value of the Master Trust and the net asset value of each Plan's related share. The Plan's investment in the Master Trust is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. As of December 31, 2012 and 2011, the Plan had a 41% and 40% interest in the Master Trust, respectively. Purchases and sales of securities are reflected as of the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Any gain or loss on the sale of securities is based on average cost. Net appreciation includes the Plan's gain and losses on investments bought and sold as well as held during the year.

Administrative Expenses — All administrative expenses are paid by the Plan, except for certain administrative expenses that are required to be paid by the Company under ERISA. Plan administrative expenses, paid directly by the Company to the Plan's Trustee and outside consultants, are not included in the Plan's financial statements.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

Subsequent Events — Subsequent events were evaluated through October 14, 2013, the date the financial statements were available to be issued.

Accumulated Plan Benefit — As permitted by the Financial Accounting Standards Board (FASB) Accounting Standards Codification 960-205, *Plan Accounting — Defined Benefit Pension Plans*, all accumulated plan benefit information is presented as of the beginning of the Plan year.

New Accounting Standards —

ASU No. 2011-04 — The financial statements reflect the prospective adoption of FASB ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820, as of the beginning of the year ended December 31, 2012 (see Note 6). ASU 2011-04 is effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement. The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of

financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. FUNDING POLICY

The Company's funding policy is to make cash contributions to the Plan in the amounts estimated by the Plan's actuary such that, when combined with the net return on investments, all participants' benefits will be fully provided for by the time they are eligible to receive such benefits. The Company's contributions as determined for the years ended December 31, 2012 and 2011, met or exceeded the minimum funding requirements of ERISA.

4. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments payable under the Plan's provisions that are attributable to the participants based upon service that has been rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The effect of Plan amendments on accumulated plan benefits is recognized during the year in which such amendments are adopted. During 2011, certain amendments to the Plan were adopted which decreased accumulated plan benefits by $1,363,977.

The actuarial present value of accumulated plan benefits is determined by an independent actuary 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 death, disability, separation, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations were as follows:

- The interest rate was 6.5% and 7.0% for January 1, 2012 and 2011, which reflects the expected rate of return on Plan assets as of each valuation date.

- The life expectancy of participants was calculated using 2008 Pension Protection Act separate annuitant/nonannuitant static mortality tables. These tables are based on the RP-2000 mortality table with the nonannuitant table projected with mortality improvements to 2023 and the annuitant table projected to 2015.

- The form of payment assumption for active retirements, future vested deferred, future disabilities, and current deferred participants is 70% electing life annuity and 30% electing a 100% joint and survivor for January 1, 2012 and January 1, 2011.

- It is assumed that employees will retire between the ages of 45 and 70. The assumed rate of retirement varies depending on the participant's age, with an assumed rate of 5% at age 45 up to 100% at age 70.

The actuary determined the Company's contributions for the Plan using the traditional unit credit method based upon the same assumptions except using mandated interest and mortality based on the plan sponsor's elections under the Pension Protection Act as modified by MAP-21. Since the Plan was frozen as of December 31, 2007, no assumptions were made for the expected increases in annual salary, increases in the Social Security cost-of-living adjustments and wage base limitations in the funding calculation. The increase in the statements of changes in accumulated plan benefits for the year ended January 1, 2012, is attributable to the change in discount rate from 7.0% to 6.5%. The change in accumulated plan benefits for the year ended January 1, 2011 is the result of changes to the marriage assumption based on historical plan experience.

The decrease in the statements of changes in accumulated plan benefits attributable to the change in plan amendments for the year ended January 1, 2011 is the result of the plan amendment regarding the lump sum death benefit that was eliminated effective April 1, 2010.The decrease was partially offset by collectively bargained benefit improvements at certain locations since the preceding actuarial valuation for 2010.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue indefinitely. If the plan were to be terminated, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonable possible that certain changes in these estimates and assumptions could be material to the financial statements.

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Investments are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Master Trust's policy is to recognize significant transfers between levels at the end of the reporting period. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of Levels 1, 2, or 3.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Investments in collective U.S. government short term investment funds (collective funds) — Valued based upon the redemption price of units held by the Plan, which is based on the current fair value of the collective funds underlying assets. Unit values are determined by the financial institution sponsoring such funds by dividing the fund's net assets at fair value by its units outstanding at the valuation dates. Investments in collective funds are categorized as Level 2.

Common stocks — Valued at the closing price reported on the active market on which the individual securities are traded.

U.S. government securities — Valued using pricing models maximizing the use of observable inputs for similar securities.

Corporate fixed income — Valued at estimated fair value. Many factors are considered in arriving at estimated value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

The following tables set forth by level within the fair value hierarchy and the major categorization for debt and equity securities on the basis of the nature and risk of the investments a summary of the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2012 and 2011.

	Master Trust Assets Fair Value Measurements as of December 31, 2012			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Collective U.S. Government Short-term investment funds	$ -	$ 104,909,925	$ -	$ 104,909,925
Common stocks:				
Media	276,700,830	-	-	276,700,830
Oil & Gas	159,390,915	-	-	159,390,915
Financial services	150,381,432	-	-	150,381,432
Health care	130,734,988	-	-	130,734,988
Auto manufacturers	35,893,350	-	-	35,893,350
Miscellaneous manufacturing	25,926,000	-	-	25,926,000
Total common stocks	779,027,515	-	-	779,027,515
U.S. government securities	-	13,239,828	-	13,239,828
Corporate fixed income:				
BBB credit rating		5,874,100		5,874,100
D credit rating	-	5,040,000	-	5,040,000
Total corporate fixed income	-	10,914,100	-	10,914,100
Total Master Trust	$ 779,027,515	$ 129,063,853	$ -	$ 908,091,368

	Master Trust Assets Fair Value Measurements as of December 31, 2011			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Short-term investments	$ 179,989,636	$ 6,491,189	$ -	$ 186,480,825
Common stocks:				
Financial services	63,552,623	-	-	63,552,623
Health care	81,581,680	-	-	81,581,680
Consumer non-durables	82,406,863	-	-	82,406,863
Food processing	84,990,264	-	-	84,990,264
Miscellaneous manufacturing	59,010,056	-	-	59,010,056
Banks	70,381,939	-	-	70,381,939
Transportation	3,022,747	-	-	3,022,747
Total common stocks	444,946,172	-	-	444,946,172
U.S. government securities	-	15,540,065	-	15,540,065
Corporate fixed income:				
BBB credit rating		5,371,950		5,371,950
BB credit rating		74,364,050		74,364,050
CCC credit rating	-	6,210,000	-	6,210,000
Total corporate fixed income	-	85,946,000	-	85,946,000
Total Master Trust	$ 624,935,808	$ 107,977,254	$ -	$ 732,913,062

The valuation methods as described herein and in Note 2 and herein may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

6. PLAN'S INTEREST IN MASTER TRUST

The Plan's investments are held in a trust account at the Trustee and consist of an interest in an investment account of the Master Trust, a master trust established by the Company and administered by the Trustee. Use of the Master Trust permits the commingling of trust assets of the Johns Manville Employees Retirement Plan and the Plan for investment and administrative purposes. Although assets of both plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income of the investments is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

The net assets and investments of the Master Trust as of December 31, 2012 and 2011, are summarized as follows:

	2012	2011
Investments — whose fair value is determined based on quoted market prices — short term investments — U.S. Treasury bill	$ -	$ 179,989,636
Common stocks:		
Davita Healthcare Partners Incorporated	130,734,884	-
Phillips 66	116,596,980	-
Liberty Media Corporation	94,664,160	-
Viacom Inc	89,842,590	-
DirecTv	92,194,080	-
Wells Fargo & Company	78,542,222	63,330,124
Bank of New York Mellon Corporation	71,839,210	-
Kraft Foods	-	84,990,264
Proctor & Gamble	-	82,406,863
Johnson & Johnson	-	81,581,520
US Bancorp	-	63,552,623
General Electric	-	40,252,725
Others (individually less than 5% of assets)	104,613,389	28,832,053
Total common stocks	779,027,515	444,946,172
Investments — at estimated fair value — U.S. government securities:		
FHLMC pools (individually less than 5% of assets)	8,610,108	10,232,140
GNMA pools (individually less than 5% of assets)	4,629,720	5,307,925
Total U.S. government securities	13,239,828	15,540,065
Corporate fixed income (individually less than 5% of assets)	10,914,100	85,946,000
Short-term investments — Collective U.S. government short-term investment funds	104,909,925	6,491,189
Total investments	908,091,368	732,913,062
Accrued income receivable	585,031	2,582,441
Net assets of the Master Trust	$ 908,676,399	$ 735,495,503
Plan's interest in net assets of the Master Trust	$ 372,977,924	$ 296,335,837

The net investment income of the Master Trust for the years ended December 31, 2012 and 2011, are summarized below:

	2012	2011
Net appreciation (depreciation) in the fair value of investments whose fair value was determined based on quoted market prices — common stocks	$ 179,410,755	$ (251,588)
Net appreciation (depreciation) in the fair value of investments whose fair value was estimated:		
U.S. government securities	(45,529)	(119,363)
Corporate fixed income	(2,506,821)	3,066,671
Short-term investments	1,374	443
Net appreciation in the fair value of investments	176,859,779	2,696,163
Dividends	10,142,564	12,338,873
Interest	4,551,454	7,994,543
Investment income of the Master Trust	$ 191,553,797	$ 23,029,579

7. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated January 31, 2013, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code. The Company and the Plan Administrator believe the Plan is currently designed and operated in compliance with the applicable requirements of the code and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan 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.

8. PLAN TERMINATION

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

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

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

9. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the years then ended, included in the Plan's financial statements, which were prepared by or derived from information prepared by the Trustee of the Plan and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following information is complete and accurate.

	2012	2011
Statements of net assets available for benefits — investments at fair value — Plan's interest in Master Trust	$ 372,977,924	$ 296,335,837
Statements of changes in net assets available for benefits — Plan's interest in Master Trust investment income:		
Net appreciation in fair value of investments	$ 72,066,741	$ 1,104,136
Dividends	4,122,608	4,868,699
Interest	1,848,589	3,150,533

Notes 5 and 6 — All investment balances and investment information, excluding the classification of investments in Note 5.

10. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of collective trust funds managed by The Bank of New York Mellon Trust Company, N.A. The Bank of New York Mellon Trust Company, N.A., is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included as a reduction of the return on each fund.

* * * * * *

Johns Manville Hourly Retirement Plan

Plan Number 002
Employer Identification Number 84-0856796

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

JOHNS MANVILLE HOURLY RETIREMENT PLAN

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NOTE: All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Retirement and Benefits Committee of
Johns Manville Corporation:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Johns Manville Hourly Retirement Plan (the "Plan"), as of December 31, 2012 and 2011, and for the years then ended, listed in the foregoing Table of Contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by The Bank of New York Mellon Trust Company, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the 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.

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

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

Deloitte & Touche LLP

October 14, 2013

JOHNS MANVILLE HOURLY RETIREMENT PLAN

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

	2012	2011
ASSETS:		
Investments — at fair value — Plan's interest in Master Trust	$372,977,924	$296,335,837
Receivables —		
Employer contributions receivable	17,546,000	18,926,000
Total assets	390,523,924	315,261,837
LIABILITIES —		
Accrued administrative expenses	171,167	195,126
Total liabilities	171,167	195,126
NET ASSETS AVAILABLE FOR BENEFITS	$390,352,757	$315,066,711

See notes to financial statements.

JOHNS MANVILLE HOURLY RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Employer contributions	$ 28,664,000	$ 31,982,000
Investment income:		
Net appreciation in fair value of investments whose fair value was determined based on quoted market prices —		
Investment in Johns Manville Pension Master Trust	72,066,741	1,104,136
Dividends	4,122,608	4,868,699
Interest	1,848,589	3,150,533
Net investment income	78,037,938	9,123,368
DEDUCTIONS:		
Benefits paid directly to participants	(30,222,050)	(18,973,670)
Administrative expenses	(1,193,842)	(1,196,107)
Total deductions	(31,415,892)	(20,169,777)
NET INCREASE	75,286,046	20,935,591
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	315,066,711	294,131,120
End of year	$390,352,757	$315,066,711

See notes to financial statements.

JOHNS MANVILLE HOURLY RETIREMENT PLAN

STATEMENTS OF ACCUMULATED PLAN BENEFITS
AS OF JANUARY 1, 2012 AND 2011

	2012	2011
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:		
Vested benefits:		
Participants currently receiving payments	$177,167,339	$161,668,474
Other participants	138,817,895	133,300,061
Total vested benefits	315,985,234	294,968,535
Nonvested benefits	6,965,747	6,783,151
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	$322,950,981	$301,751,686

See notes to financial statements.

JOHNS MANVILLE HOURLY RETIREMENT PLAN

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEARS ENDED JANUARY 1, 2012 AND 2011

	2012	2011
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS — Beginning of year	$ 301,751,686	$ 309,880,032
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTABLE TO:		
Plan amendments	-	(1,363,977)
Change in actuarial assumptions	15,867,232	-
Benefits accumulated and actuarial experience	3,847,193	(9,670,237)
Increase for interest due to the decrease in the discount period	20,458,540	21,056,336
Benefits paid	(18,973,670)	(18,150,468)
NET INCREASE (DECREASE)	21,199,295	(8,128,346)
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS — End of year	$ 322,950,981	$ 301,751,686

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following description of the Johns Manville Hourly Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

General — The Plan is a noncontributory defined benefit pension plan sponsored by Johns Manville Corporation and offered through its wholly owned subsidiary Johns Manville (the "Company"). The Plan is a defined benefit pension plan covering certain union and non-union hourly employees of Johns Manville Corporation who were employed as of December 31, 2006. All non-union employees hired on or after January 1, 2007 and certain union employees hired on or after varying negotiated dates are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Company maintains the Johns Manville Master Pension Trust (the "Master Trust") fund to provide pension, disability, and pre-retirement death benefits to eligible employees in accordance with the provisions of the Plan.

In October 2012, the company amended the Plan to offer a voluntary one-time lump sum cash out program. Eligible members were offered an opportunity between October 13, 2012 and December 11, 2012 (the "Election Period") to elect to receive a distribution of their benefits under the Plan as a single-sum payment on the eligible member's Window Benefit Commencement Date, or as soon thereafter as practicable, in lieu of any future payments under the plan. The total cash lump sum distribution for the Plan in 2012 is $10,463,286.

Pension Benefits — Participants who meet the hiring requirements described above are eligible to participate in the Plan after one year of service. If employees terminate before rendering five years of accumulated service or are age 60 with less than one year of service, they forfeit the right to receive pension benefits upon retirement. Employees with five years of accumulated service or are age 60 with one year of service, as defined by the Plan, are entitled to pension benefits upon retirement based upon the employees' years of service and the benefit rate in place at the time of the hourly employees' termination or retirement from their work location.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

Risks and Uncertainties — Plan contributions and the actuarial present value of accumulated Plan benefits are determined 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.

The Plan and Master Trust utilize various investment securities including U.S. government securities, corporate fixed income, other fixed income, short-term investments and common stocks. Investment securities in general are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. Due to the level of risk associated with investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect balances in the Master Trust and the amounts reported in the financial statements.

Investment Valuation of Master Trust Fund and Income Recognition — Investments are stated at fair value. Fair value of a financial instrument is the amount 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. If available, quoted market prices are used to value investments. The Master Trust is included in a bank-administered Master Trust fund. The Bank of New York Mellon Trust Company, N.A. (the "Trustee") reports the total net asset value of the Master Trust and the net asset value of each Plan's related share. The Plan's investment in the Master Trust is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. As of December 31, 2012 and 2011, the Plan had a 41% and 40% interest in the Master Trust, respectively. Purchases and sales of securities are reflected as of the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Any gain or loss on the sale of securities is based on average cost. Net appreciation includes the Plan's gain and losses on investments bought and sold as well as held during the year.

Administrative Expenses — All administrative expenses are paid by the Plan, except for certain administrative expenses that are required to be paid by the Company under ERISA. Plan administrative expenses, paid directly by the Company to the Plan's Trustee and outside consultants, are not included in the Plan's financial statements.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

Subsequent Events — Subsequent events were evaluated through October 14, 2013, the date the financial statements were available to be issued.

Accumulated Plan Benefit — As permitted by the Financial Accounting Standards Board (FASB) Accounting Standards Codification 960-205, *Plan Accounting — Defined Benefit Pension Plans*, all accumulated plan benefit information is presented as of the beginning of the Plan year.

New Accounting Standards —

ASU No. 2011-04 — The financial statements reflect the prospective adoption of FASB ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820, as of the beginning of the year ended December 31, 2012 (see Note 6). ASU 2011-04 is effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement. The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of

financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. FUNDING POLICY

The Company's funding policy is to make cash contributions to the Plan in the amounts estimated by the Plan's actuary such that, when combined with the net return on investments, all participants' benefits will be fully provided for by the time they are eligible to receive such benefits. The Company's contributions as determined for the years ended December 31, 2012 and 2011, met or exceeded the minimum funding requirements of ERISA.

4. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments payable under the Plan's provisions that are attributable to the participants based upon service that has been rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The effect of Plan amendments on accumulated plan benefits is recognized during the year in which such amendments are adopted. During 2011, certain amendments to the Plan were adopted which decreased accumulated plan benefits by $1,363,977.

The actuarial present value of accumulated plan benefits is determined by an independent actuary 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 death, disability, separation, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations were as follows:

- The interest rate was 6.5% and 7.0% for January 1, 2012 and 2011, which reflects the expected rate of return on Plan assets as of each valuation date.

- The life expectancy of participants was calculated using 2008 Pension Protection Act separate annuitant/nonannuitant static mortality tables. These tables are based on the RP-2000 mortality table with the nonannuitant table projected with mortality improvements to 2023 and the annuitant table projected to 2015.

- The form of payment assumption for active retirements, future vested deferred, future disabilities, and current deferred participants is 70% electing life annuity and 30% electing a 100% joint and survivor for January 1, 2012 and January 1, 2011.

- It is assumed that employees will retire between the ages of 45 and 70. The assumed rate of retirement varies depending on the participant's age, with an assumed rate of 5% at age 45 up to 100% at age 70.

The actuary determined the Company's contributions for the Plan using the traditional unit credit method based upon the same assumptions except using mandated interest and mortality based on the plan sponsor's elections under the Pension Protection Act as modified by MAP-21. Since the Plan was frozen as of December 31, 2007, no assumptions were made for the expected increases in annual salary, increases in the Social Security cost-of-living adjustments and wage base limitations in the funding calculation. The increase in the statements of changes in accumulated plan benefits for the year ended January 1, 2012, is attributable to the change in discount rate from 7.0% to 6.5%. The change in accumulated plan benefits for the year ended January 1, 2011 is the result of changes to the marriage assumption based on historical plan experience.

The decrease in the statements of changes in accumulated plan benefits attributable to the change in plan amendments for the year ended January 1, 2011 is the result of the plan amendment regarding the lump sum death benefit that was eliminated effective April 1, 2010.The decrease was partially offset by collectively bargained benefit improvements at certain locations since the preceding actuarial valuation for 2010.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue indefinitely. If the plan were to be terminated, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonable possible that certain changes in these estimates and assumptions could be material to the financial statements.

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Investments are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Master Trust's policy is to recognize significant transfers between levels at the end of the reporting period. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of Levels 1, 2, or 3.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Investments in collective U.S. government short term investment funds (collective funds) — Valued based upon the redemption price of units held by the Plan, which is based on the current fair value of the collective funds underlying assets. Unit values are determined by the financial institution sponsoring such funds by dividing the fund's net assets at fair value by its units outstanding at the valuation dates. Investments in collective funds are categorized as Level 2.

Common stocks — Valued at the closing price reported on the active market on which the individual securities are traded.

U.S. government securities — Valued using pricing models maximizing the use of observable inputs for similar securities.

Corporate fixed income — Valued at estimated fair value. Many factors are considered in arriving at estimated value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

The following tables set forth by level within the fair value hierarchy and the major categorization for debt and equity securities on the basis of the nature and risk of the investments a summary of the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2012 and 2011.

	Master Trust Assets Fair Value Measurements as of December 31, 2012			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Collective U.S. Government Short-term investment funds	$ -	$ 104,909,925	$ -	$ 104,909,925
Common stocks:				
Media	276,700,830	-	-	276,700,830
Oil & Gas	159,390,915	-	-	159,390,915
Financial services	150,381,432	-	-	150,381,432
Health care	130,734,988	-	-	130,734,988
Auto manufacturers	35,893,350	-	-	35,893,350
Miscellaneous manufacturing	25,926,000	-	-	25,926,000
Total common stocks	779,027,515	-	-	779,027,515
U.S. government securities	-	13,239,828	-	13,239,828
Corporate fixed income:				
BBB credit rating		5,874,100		5,874,100
D credit rating	-	5,040,000	-	5,040,000
Total corporate fixed income	-	10,914,100	-	10,914,100
Total Master Trust	$ 779,027,515	$ 129,063,853	$ -	$ 908,091,368

	Master Trust Assets Fair Value Measurements as of December 31, 2011			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Short-term investments	$ 179,989,636	$ 6,491,189	$ -	$ 186,480,825
Common stocks:				
Financial services	63,552,623	-	-	63,552,623
Health care	81,581,680	-	-	81,581,680
Consumer non-durables	82,406,863	-	-	82,406,863
Food processing	84,990,264	-	-	84,990,264
Miscellaneous manufacturing	59,010,056	-	-	59,010,056
Banks	70,381,939	-	-	70,381,939
Transportation	3,022,747	-	-	3,022,747
Total common stocks	444,946,172	-	-	444,946,172
U.S. government securities	-	15,540,065	-	15,540,065
Corporate fixed income:				
BBB credit rating		5,371,950		5,371,950
BB credit rating		74,364,050		74,364,050
CCC credit rating	-	6,210,000	-	6,210,000
Total corporate fixed income	-	85,946,000	-	85,946,000
Total Master Trust	$ 624,935,808	$ 107,977,254	$ -	$ 732,913,062

The valuation methods as described herein and in Note 2 and herein may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

6. PLAN'S INTEREST IN MASTER TRUST

The Plan's investments are held in a trust account at the Trustee and consist of an interest in an investment account of the Master Trust, a master trust established by the Company and administered by the Trustee. Use of the Master Trust permits the commingling of trust assets of the Johns Manville Employees Retirement Plan and the Plan for investment and administrative purposes. Although assets of both plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income of the investments is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

The net assets and investments of the Master Trust as of December 31, 2012 and 2011, are summarized as follows:

	2012	2011
Investments — whose fair value is determined based on quoted market prices — short term investments — U.S. Treasury bill	$ -	$ 179,989,636
Common stocks:		
Davita Healthcare Partners Incorporated	130,734,884	-
Phillips 66	116,596,980	-
Liberty Media Corporation	94,664,160	-
Viacom Inc	89,842,590	-
DirecTv	92,194,080	-
Wells Fargo & Company	78,542,222	63,330,124
Bank of New York Mellon Corporation	71,839,210	-
Kraft Foods	-	84,990,264
Proctor & Gamble	-	82,406,863
Johnson & Johnson	-	81,581,520
US Bancorp	-	63,552,623
General Electric	-	40,252,725
Others (individually less than 5% of assets)	104,613,389	28,832,053
Total common stocks	779,027,515	444,946,172
Investments — at estimated fair value — U.S. government securities:		
FHLMC pools (individually less than 5% of assets)	8,610,108	10,232,140
GNMA pools (individually less than 5% of assets)	4,629,720	5,307,925
Total U.S. government securities	13,239,828	15,540,065
Corporate fixed income (individually less than 5% of assets)	10,914,100	85,946,000
Short-term investments — Collective U.S. government short-term investment funds	104,909,925	6,491,189
Total investments	908,091,368	732,913,062
Accrued income receivable	585,031	2,582,441
Net assets of the Master Trust	$ 908,676,399	$ 735,495,503
Plan's interest in net assets of the Master Trust	$ 372,977,924	$ 296,335,837

The net investment income of the Master Trust for the years ended December 31, 2012 and 2011, are summarized below:

	2012	2011
Net appreciation (depreciation) in the fair value of investments whose fair value was determined based on quoted market prices — common stocks	$ 179,410,755	$ (251,588)
Net appreciation (depreciation) in the fair value of investments whose fair value was estimated:		
U.S. government securities	(45,529)	(119,363)
Corporate fixed income	(2,506,821)	3,066,671
Short-term investments	1,374	443
Net appreciation in the fair value of investments	176,859,779	2,696,163
Dividends	10,142,564	12,338,873
Interest	4,551,454	7,994,543
Investment income of the Master Trust	$ 191,553,797	$ 23,029,579

7. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated January 31, 2013, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code. The Company and the Plan Administrator believe the Plan is currently designed and operated in compliance with the applicable requirements of the code and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan 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.

8. PLAN TERMINATION

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

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

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

9. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the years then ended, included in the Plan's financial statements, which were prepared by or derived from information prepared by the Trustee of the Plan and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following information is complete and accurate.

	2012	2011
Statements of net assets available for benefits — investments at fair value — Plan's interest in Master Trust	$ 372,977,924	$ 296,335,837
Statements of changes in net assets available for benefits — Plan's interest in Master Trust investment income:		
Net appreciation in fair value of investments	$ 72,066,741	$ 1,104,136
Dividends	4,122,608	4,868,699
Interest	1,848,589	3,150,533

Notes 5 and 6 — All investment balances and investment information, excluding the classification of investments in Note 5.

10. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of collective trust funds managed by The Bank of New York Mellon Trust Company, N.A. The Bank of New York Mellon Trust Company, N.A., is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included as a reduction of the return on each fund.

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

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JMM GTC1000
JOHNS MANVILE CORP TOTAL MGRS
JOHNS MANVILE TOTAL MANAGERS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
U. S. GOVERNMENT SECURITIES					
413,491.2350	FHLMC POOL #C6-0928 6.500% 12/01/2031 DD 11/01/01	472,922.37	113.7260	470,247.04	2,675.33-
959,911.7100	FHLMC POOL #C6-3675 6.500% 02/01/2032 DD 02/01/02	1,095,086.55	116.0030	1,113,526.38	18,439.83
144,873.8070	FHLMC POOL #C6-5652 6.500% 03/01/2032 DD 03/01/02	164,912.83	115.4200	167,213.35	2,300.52
489,773.0980	FHLMC POOL #C6-5797 6.500% 04/01/2032 DD 04/01/02	557,518.57	115.4200	565,296.11	7,777.54
37,771.2180	FHLMC POOL #C0-1106 7.000% 12/01/2030 DD 12/01/00	43,740.63	118.5120	44,763.43	1,022.80
199,155.2500	FHLMC POOL #C0-1199 7.000% 07/01/2031 DD 07/01/01	228,632.25	117.8710	234,746.28	6,114.03
138,376.3150	FHLMC POOL #C0-1343 6.500% 04/01/2032 DD 04/01/02	157,516.59	115.4200	159,713.94	2,197.35
1,194,842.6380	FHLMC POOL #C0-1364 6.500% 06/01/2032 DD 06/01/02	1,360,113.33	115.4200	1,379,087.37	18,974.04
191,645.3060	FHLMC POOL #C3-4756 7.000% 12/01/2029 DD 12/01/99	223,381.82	119.1090	228,266.81	4,884.99
14,640.5790	FHLMC POOL #C3-7872 7.000% 04/01/2030 DD 04/01/00	16,954.46	118.5120	17,350.84	396.38
115,201.3790	FHLMC POOL #C4-5438 7.000% 12/01/2030 DD 12/01/00	133,407.88	118.5120	136,527.46	3,119.58

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

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JMM GTC1000
JOHNS MANVILE CORP TOTAL MGRS
JOHNS MANVILE TOTAL MANAGERS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
93,864.1510	FHLMC POOL #C4-5861 7.000% 12/01/2030 DD 12/01/00	108,698.52	118.5120	111,240.28	2,541.76
20,558.3000	FHLMC POOL #C4-7105 7.000% 01/01/2031 DD 01/01/01	23,807.39	118.5120	24,364.05	556.66
559,377.2250	FHLMC POOL #C4-8189 7.000% 03/01/2031 DD 02/01/01	642,170.70	117.8710	659,343.53	17,172.83
94,542.4390	FHLMC POOL #C4-8706 7.000% 03/01/2031 DD 03/01/01	109,484.01	118.5120	112,044.14	2,560.13
164,248.4420	FHLMC POOL #C4-8916 7.000% 03/01/2031 DD 03/01/01	188,558.91	117.8710	193,601.28	5,042.37
38,240.7070	FHLMC POOL #C4-8948 7.000% 03/01/2031 DD 03/01/01	44,284.32	118.5120	45,319.83	1,035.51
40,102.4910	FHLMC POOL #C4-8986 7.000% 03/01/2031 DD 03/01/01	46,038.11	117.8710	47,269.21	1,231.10
208,591.0880	FHLMC POOL #C4-8995 7.000% 03/01/2031 DD 03/01/01	239,464.71	117.8710	245,868.40	6,403.69
264,152.9460	FHLMC POOL #C4-9015 7.000% 03/01/2031 DD 03/01/01	305,899.74	118.5120	313,052.94	7,153.20
72,183.8570	FHLMC POOL #C4-9579 7.000% 03/01/2031 DD 03/01/01	82,867.84	117.8710	85,083.83	2,215.99
304,281.1480	FHLMC POOL #C4-9585 7.000% 04/01/2031 DD 03/01/01	349,317.86	117.8710	358,659.23	9,341.37
124,483.9580	FHLMC POOL #C4-9613 7.000% 04/01/2031 DD 04/01/01	142,908.93	117.8710	146,730.49	3,821.56

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TRDJMM JMMGTC100000 5500 FINAL 151722 2012-12-31 CYCLE 4 15:17:28 RUN DATE: 26-APR-13

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

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JMM GTC1000
JOHNS MANVILE CORP TOTAL MGRS
JOHNS MANVILE TOTAL MANAGERS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
81,284.8410	FHLMC POOL #C5-0544 7.000% 04/01/2031 DD 04/01/01	93,315.88	117.8710	95,811.25	2,495.37
142,783.9740	FHLMC POOL #C5-0623 7.000% 04/01/2031 DD 04/01/01	163,917.47	117.8710	168,300.90	4,383.43
77,818.7790	FHLMC POOL #C5-0624 7.000% 04/01/2031 DD 04/01/01	89,336.80	117.8710	91,725.77	2,388.97
44,523.5930	FHLMC POOL #C5-0690 7.000% 04/01/2031 DD 04/01/01	51,113.56	117.8710	52,480.40	1,366.84
66,089.3200	FHLMC POOL #C5-5355 7.000% 07/01/2031 DD 07/01/01	75,871.25	117.8710	77,900.14	2,028.89
313,013.6970	FHLMC POOL #C5-7190 6.500% 09/01/2031 DD 09/01/01	357,092.34	116.0030	363,105.28	6,012.94
535,068.7260	FHLMC POOL #C6-0523 6.500% 11/01/2031 DD 11/01/01	610,417.15	116.0030	620,695.77	10,278.62
242,039.2250	FHLMC POOL #C6-0728 6.500% 11/01/2031 DD 11/01/01	276,123.24	116.0030	280,772.76	4,649.52
295.8160	GNMA II POOL #0000544 7.000% 12/20/2022 DD 12/01/92	339.18	115.7320	342.35	3.17
600.5030	GNMA II POOL #0002394 7.000% 03/20/2027 DD 03/01/97	697.71	119.1150	715.29	17.58
5,232.3200	GNMA II POOL #0002716 7.000% 02/20/2029 DD 02/01/99	6,101.72	120.0190	6,279.78	178.06
74,217.1470	GNMA II POOL #0002796 7.000% 08/20/2029 DD 08/01/99	86,548.40	120.0190	89,074.68	2,526.28

THE BANK OF NEW YORK MELLON.

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JOHNS MANVILE TOTAL MANAGERS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
269,134.5000	GNMA II POOL #0002866 7.000% 01/20/2030 DD 01/01/00	314,389.54	120.4030	324,046.01	9,656.47
462,114.5590	GNMA II POOL #0002895 7.000% 03/20/2030 DD 03/01/00	539,819.18	120.4030	556,399.79	16,580.61
7,494.9210	GNMA II POOL #0002933 7.000% 06/20/2030 DD 06/01/00	8,755.25	120.4030	9,024.11	268.86
74,806.6530	GNMA II POOL #0002971 7.000% 09/20/2030 DD 09/01/00	87,385.44	120.4030	90,069.45	2,684.01
730,529.9160	GNMA II POOL #0002986 7.000% 10/20/2030 DD 10/01/00	853,368.58	120.4030	879,579.93	26,211.35
234,509.7610	GNMA II POOL #0002998 7.000% 11/20/2030 DD 11/01/00	273,942.63	120.4030	282,356.79	8,414.16
350,614.9500	GNMA II POOL #0003040 7.000% 02/20/2031 DD 02/01/01	410,163.46	120.7480	423,360.54	13,197.08
1,630,230.6650	GNMA II POOL #0003054 7.000% 03/20/2031 DD 03/01/01	1,907,109.10	120.7480	1,968,470.92	61,361.82
TOTAL U. S. GOVERNMENT SECURITIES		12,943,496.20		13,239,828.13	296,331.93
CORPORATE DEBT INSTRUMENTS					
18,000,000.0000	TEXAS COMPETITIVE ELECTRIC HOL 10.250% 11/01/2015 DD 11/01/08	6,210,000.00	28.0000	5,040,000.00	1,170,000.00-
5,000,000.0000	FINIAL HOLDINGS INC 7.125% 10/15/2023 DD 10/20/93	5,371,950.00	117.4820	5,874,100.00	502,150.00
TOTAL CORPORATE DEBT INSTRUMENTS		11,581,950.00		10,914,100.00	667,850.00-

THE BANK OF NEW YORK MELLON.

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JMM GTC1000
JOHNS MANVILE CORP TOTAL MGRS
JOHNS MANVILE TOTAL MANAGERS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
	CORPORATE STOCK - COMMON				
1,182,800.0000	DAVITA HEALTHCARE PARTNERS INC	102,448,701.78	110.5300	130,734,884.00	28,286,182.22
300,000.0000	DEERE & CO	22,905,485.00	86.4200	25,926,000.00	3,020,515.00
626,100.0000	NATIONAL OILWELL VARCO INC	41,565,191.35	68.3500	42,793,935.00	1,228,743.65
2,297,900.0000	WELLS FARGO & CO	63,330,124.00	34.1800	78,542,222.00	15,212,098.00
2,795,300.0000	BANK OF NEW YORK MELLON CORP/T	63,698,175.69	25.7000	71,839,210.00	8,141,034.31
609.0000	CAPSTONE THERAPEUTICS CORP	159.56	0.1700	103.53	56.03-
1,838,000.0000	DIRECTV	89,561,113.60	50.1600	92,194,080.00	2,632,966.40
1,245,000.0000	GENERAL MOTORS CO	24,540,636.09	28.8300	35,893,350.00	11,352,713.91
816,000.0000	LIBERTY MEDIA CORP - LIBERTY CAPITAL	68,607,207.32	116.0100	94,664,160.00	26,056,952.68
2,195,800.0000	PHILLIPS 66	67,517,520.40	53.1000	116,596,980.00	49,079,459.60
1,703,500.0000	VIACOM INC	79,945,317.40	52.7400	89,842,590.00	9,897,272.60
	TOTAL CORPORATE STOCK - COMMON	624,119,632.19		779,027,514.53	154,907,882.34
	COMMON/COLLECTIVE TRUST				
104,909,924.5300	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	104,909,924.53	1.0000	104,909,924.53	0.00
	TOTAL COMMON/COLLECTIVE TRUST	104,909,924.53		104,909,924.53	0.00
	GRAND TOTAL	753,555,002.92		908,091,367.19	154,536,364.27

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SINGLE TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

PAGE: 1
T6400

JMM GTC1000
JOHNS MANVILE CORP TOTAL MGRS
JOHNS MANVILE TOTAL MANAGERS

5% VALUE: 36,774,771.42

TRAN CODE	SHARES/ PAR VALUE	SECURITY DESCRIPTION	TRANSACTION EXPENSE	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
B	79,499,366.00	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	79,499,366.00	.00	.00	.00
S	49,508,263.90	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	.00	49,508,263.90	49,508,263.90	.00
B	50,624,404.66	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	50,624,404.66	.00	.00	.00
S	38,703,779.98	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	.00	38,703,779.98	38,703,779.98	.00
B	59,124,980.63	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	59,124,980.63	.00	.00	.00
B	84,339,034.91	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	84,339,034.91	.00	.00	.00
S	63,051,175.74	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	.00	63,051,175.74	63,051,175.74	.00
B	60,000,000.00	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	60,000,000.00	.00	.00	.00
B	50,000,000.00	U S TREASURY BILL 0.000% 05/31/2012 DD 06/02/11	.00	49,985,465.28	.00	.00	.00
B	50,000,000.00	U S TREASURY BILL 0.000% 05/31/2012 DD 06/02/11	.00	49,985,465.28	.00	.00	.00
S	50,000,000.00	U S TREASURY BILL 0.000% 05/31/2012 DD 06/02/11	.00	.00	49,985,465.28	49,985,465.28	.00
B	50,000,000.00	U S TREASURY BILL 0.000% 05/17/2012 DD 11/17/11	.00	49,987,993.05	.00	.00	.00

THE BANK OF NEW YORK MELLON.

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SINGLE TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

T6400

JMM GTC1000
JOHNS MANVILE CORP TOTAL MGRS
JOHNS MANVILE TOTAL MANAGERS

5% VALUE: 36,774,771.42

TRAN CODE	SHARES/ PAR VALUE	SECURITY DESCRIPTION	TRANSACTION EXPENSE	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
B	50,000,000.00	U S TREASURY BILL 0.000% 08/30/2012 DD 03/01/12	.00	49,989,256.94	.00	.00	.00
B	50,000,000.00	U S TREASURY BILL 0.000% 08/30/2012 DD 03/01/12	.00	49,989,256.95	.00	.00	.00

THE BANK OF NEW YORK MELLON.

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SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

JMM GTC1000
JOHNS MANVILE CORP TOTAL MGRS
JOHNS MANVILE TOTAL MANAGERS

5% VALUE: 36,774,771.42

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
156	769,778,245.31	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	769,778,245.31	.00	.00	.00
99	671,359,435.43	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	671,359,435.43	671,359,435.43	.00
6	2,795,300.00	BANK OF NEW YORK MELLON CORP/T	63,698,175.69	.00	.00	.00
14	1,182,800.00	DAVITA INC	102,448,701.78	.00	.00	.00
5	1,838,000.00	DIRECTV	89,561,113.60	.00	.00	.00
2	2,247,500.00	GENERAL ELECTRIC CO	.00	46,695,485.74	73,280,298.25	26,584,812.51-
6	1,244,000.00	JOHNSON & JOHNSON	.00	79,863,243.16	73,750,355.25	6,112,887.91
6	2,274,900.00	KRAFT FOODS INC	.00	87,045,858.94	76,188,041.45	10,857,817.49
13	816,000.00	LIBERTY MEDIA CORP - LIBERTY CAPITAL	68,607,207.32	.00	.00	.00
3	626,100.00	NATIONAL OILWELL VARCO INC	41,565,191.35	.00	.00	.00
9	2,195,800.00	PHILLIPS 66	67,517,520.40	.00	.00	.00
4	1,235,300.00	PROCTER & GAMBLE CO/THE	.00	78,898,510.15	77,317,288.61	1,581,221.54
4	2,349,450.00	US BANCORP	.00	76,858,107.29	77,516,263.00	658,155.71-
3	115,000,000.00	U S TREASURY BILL 0.000% 05/31/2012 DD 06/02/11	114,966,570.14	.00	.00	.00

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OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2012 THROUGH 31 DECEMBER 2012

JMM GTC1000
JOHNS MANVILE CORP TOTAL MGRS
JOHNS MANVILE TOTAL MANAGERS

5% VALUE: 36,774,771.42

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
2	65,000,000.00	U S TREASURY BILL 0.000% 05/31/2012 DD 06/02/11	.00	64,981,104.86	64,981,104.86	.00
2	65,000,000.00	U S TREASURY BILL 0.000% 05/17/2012 DD 11/17/11	64,984,390.97	.00	.00	.00
2	100,000,000.00	U S TREASURY BILL 0.000% 08/30/2012 DD 03/01/12	99,978,513.89	.00	.00	.00
2	35,000,000.00	U S TREASURY BILL 0.000% 08/30/2012 DD 03/01/12	.00	34,992,479.47	34,992,479.86	.39-
6	1,703,500.00	VIACOM INC	79,945,317.40	.00	.00	.00

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial 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) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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	B Three-digit plan number (PN) ▶	002
JOHNS MANVILLE HOURLY RETIREMENT PLAN		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
JOHNS MANVILLE CORPORATION ATTN RETIREMENT 11-04	84-0856796	

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2012

2	Assets:			
	a Market value	2a		315,011,454
	b Actuarial value	2b		319,389,119
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	4,184	179,276,084
	b For terminated vested participants	3b	1,715	28,542,622
	c For active participants:			
	(1) Non-vested benefits	3c(1)		7,776,694
	(2) Vested benefits	3c(2)		104,285,332
	(3) Total active	3c(3)	2,316	112,062,026
	d Total	3d	8,215	319,880,732
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.99 %
6	Target normal cost	6		4,749,976

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

Marlise S. Bruno MSB — Signature of actuary

10/15/2013 — Date

MARLISE S. BRUNO — Type or print name of actuary

11-06542 — Most recent enrollment number

MERCER — Firm name

(303) 376-0800 — Telephone number (including area code)

1225 17th STREET, SUITE 1300

DENVER CO 80202 — Address of the firm

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	5,515,048	5,413,084
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	5,515,048	5,413,084
10	Interest on line 9 using prior year's actual return of 3.27 %	180,342	177,008
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		11,165,322
	b Interest on (a) using prior year's effective interest rate of 6.25 % except as otherwise provided (see instructions)		697,833
	c Total available at beginning of current plan year to add to prefunding balance		11,863,155
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	5,695,390	5,590,092

Part III Funding Percentages

14	Funding target attainment percentage	14	96.31 %
15	Adjusted funding target attainment percentage	15	96.31 %
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	83.50 %
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
04/12/2012	3,177,000		07/15/2013	2,200,000	
07/13/2012	3,177,000				
10/12/2012	4,764,000				
01/14/2013	4,764,000				
03/29/2013	8,382,000				
04/12/2013	2,200,000				
			Totals ▶ 18(b)	28,664,000	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	26,855,623

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
5.54 %	6.85 %	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	4,749,976
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	11,777,095	7,355,057
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	12,105,033

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	36	12,105,033
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	26,855,623

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

a Total (excess, if any, of line 37 over line 36)	38a	14,750,590
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

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

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 60.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10%	10,000	1,000	55,000
56	10%	9,000	900	50,400
57	10%	8,100	810	46,170
58	10%	7,290	729	42,282
59	10%	6,561	656	38,704
60	15%	5,905	886	53,160
61	25%	5,019	1,255	76,555
62	34%	3,764	1,280	79,360
63	28%	2,484	695	43,785
64	27%	1,789	483	30,912
65	45%	1,306	588	38,220
66	36%	718	258	17,028
67	35%	460	161	10,787
68	23%	299	69	4,692
69	10%	230	23	1,587
70	100%	207	207	14,490
Total			10,000	603,132
Average				60.31

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

Actuarial Assumptions for January 1, 2012 Funding Valuation

Discount rate sponsor elections

- Segment rates or full yield curve: Segment
- First 5 years: 5.54%
- Next 15 years: 6.85%
- Over 20 years: 7.52%

The rates above reflect the Moving Ahead for Progress in the 21st Century Act (MAP-21).

Mortality sponsor elections

- Healthy and disabled participants: Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.

Other economic assumptions

- Salary increases: Not applicable
- Flat-dollar benefit increases: Not applicable
- Social Security wage base: Not applicable
- Inflation: Not applicable
- Expected investment return: 7.0% per year for years 2010 and 2011 and 6.5% per year for 2012
- Expenses: $1,330,000 added to current year normal cost

Demographic assumptions

- Withdrawal: See table of sample rates.
- Disability incidence: 1985 Pension Disability Table, Class 1 with 82% weighting. See table of sample rates. 100% of participants becoming disabled are assumed to be eligible for Social Security disability benefits.
- Retirement age:

Attained age	Percentage Retiring	Attained age	Percentage Retiring
55	10%	63	28%
56	10%	64	27%
57	10%	65	45%
58	10%	66	36%
59	10%	67	35%
60	15%	68	23%
61	25%	69	10%
62	34%	70+	100%

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

• Benefit commencement age for			
– Future vested deferred	65		
– Current vested deferred	65		
• Spouse assumptions		**Male participants**	**Female participants**
– Percentage married		85.0%	65.0%
– Spouse age difference		2 years younger	2 years older
Form of payment		**Single life**	**100% J&S**
• Active retirements		60%	40%
• Future vested deferred		60%	40%
• Future disabilities		60%	40%
• Future deaths[1]		0%	100%
• Current vested deferred		60%	40%
Unpredictable contingent event assumptions	Not applicable		

Table of Sample Rates

	Disability incidence		
Attained Age	**Male**	**Female**	**Withdrawal**
20	0.02%	0.02%	27.30%
25	0.03%	0.04%	22.94%
30	0.04%	0.07%	19.22%
35	0.06%	0.11%	16.10%
40	0.10%	0.17%	13.52%
45	0.17%	0.26%	11.41%
50	0.29%	0.44%	9.69%
55	0.59%	0.78%	8.30%
60	1.03%	0.95%	7.18%

[1] All participants receive 50% J&S payment form upon death prior to early retirement eligibility and 100% J&S payment form thereafter.

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

Actuarial Methods

Asset methods – Effective January 1, 2010

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

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

Participant methods – Effective January 1, 2008

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

- **Participants included:** Aon Hewitt 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.

- **Disabled participants**: The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants. Participants who become disabled before retirement continue to earn vesting service during their disability. We have valued these participants using the assumption that they will remain disabled until normal retirement.

- **Transferred participants:** The liabilities for employees who have transferred into the Johns Manville Hourly Retirement Plan have been included with the liabilities for active participant.

Minimum funding methods – Effective January 1, 2008

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

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- This plan provides disability benefits that are not a function of a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the ratio of the participant's service at the beginning of the plan year to their service at each decrement age and is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- 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 24 — Change in Actuarial Assumptions

- The expense component of normal cost decreased from $1,350,000 to $1,330,000 to reflect our expectations for the current plan year.
- The expected investment return was reduced from 7.0% to 6.5% per year in 2012 to reflect the current asset allocation and current economic environment.

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		11	1								12
30-34		40 1,621	12	1							53
35-39	2	40 1,930	19	6							67
40-44		54 3,014	46 5,703	26 9,034	13	5					144
45-49		48 3,273	36 7,286	27 11,800	15	16	2				144
50-54	1	33 3,679	37 6,406	23 11,190	12	25 21,735	30 25,855	7			168
55-59	2	25 2,993	33 6,261	16	15	24 20,178	28 27,151	43 28,215	3		189
60-64		14	17	9	11	17	14	27 39,101	15		124
65-69		2	11	2	3	1	3	2	2	1	27
70 & up		1	3		1		1				6
Total	5	268	215	110	70	88	78	79	20	1	934

In each cell, the top number is the count of active participants for each age/service combination. Because the plan benefits are frozen, the average annual accrued benefit is shown in lieu of average compensation. The lower number is the average frozen annual accrued benefit of the active participants in that group. Benefits in cells with fewer than 20 participants have been suppressed in order to preserve confidentiality.

This matrix excludes 24 participants who transferred to the Hourly Plan prior to January 1, 2012.

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**
2009	$	42,617,628	4	$	11,530,962
2010		13,798,475	5		3,065,020
2011		31,026,207	6		5,943,809
2012		(51,265,288)	7		(8,700,992)
Total	$	36,177,022		$	11,838,799

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions

Effective date and plan year	Original plan: 1941 Restated plan: January 1, 2011 Plan year: Calendar year
Status of plan	The plan is frozen as of December 31, 2007
Significant events that occurred during the year	None
Definitions	
• Participation	One year of service. Plan is closed to new entrants hired after December 31, 2006.
• Employee contributions	Discontinued January 1, 1986; provide supplemental benefit and minimum cash refund from the plan.
• Accumulated service	Elapsed time.
• Benefit Service	Elapsed time. No Benefit Service is earned after December 31, 2007.
• Average final salary (AFS)	The average of the participant's salary (limited by Code Section 401(a)(17)) during the five highest consecutive years in the last ten calendar years of employment. AFS is frozen as of December 31, 2007.
• Covered Compensation	35 year average of maximum taxable wage bases ending with the calendar year prior to year of termination or retirement.
• Transfers to/from Participating Employers	Earns Benefit Service as an employee under this plan, earns Accumulated Service with nonparticipating employer.
• Transfers between Plans	Earns Benefit Service as an employee under this Plan; earns Accumulated Service while covered under the Hourly Plan. No Benefit Service is earned after December 31, 2007.
• Accrued benefit	Calculated same as normal retirement benefit, but based on Average Final Salary and Benefit Service at of calculation. No additional benefits are earned after December 31, 2007.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Age 65
• Plan Benefit	1.02% times AFS up to Covered Compensation plus 1.40% times AFS in excess of Covered Compensation all times Years of Benefit Service up to 35 years plus 1.33% times AFS times years of Benefit Service in excess of 35 years plus 2.5% times participant's 1/1/1986 accumulated contributions with interest projected to participant's normal retirement date using 5% annual interest assumption.
• Minimum benefit	$20 times years of Benefit Service; some participants also have frozen 1986 and 1988 minimum benefits and/or frozen 1993 minimum accrued benefits.
Early retirement	
• Eligibility	Age 55 and ten years of Accumulated Service at time of termination.
• Benefit	Accrued benefit reduced 4% per year prior to age 65 (reduced from age 62 if 25 years of Accumulated Service).
Late retirement	
• Eligibility	Over age 65
• Benefit	Accrued Benefit
Deferred vested	
• Eligibility	Age 55 or five years of Accumulated Service
• Benefit	Accrued benefit payable at age 65 or reduced benefit payable any time after age 55 (age 50 for participants on 12/31/1988); reduction factors per following table:

Age Benefit Commences	Reduction Factor
50	0.26
51	0.28
52	0.30
53	0.33
54	0.36
55	0.39
56	0.42
57	0.46
58	0.50
59	0.55
60	0.61
61	0.67
62	0.74
63	0.81
64	0.90

Disability	

Schedule SB, Part V — Summary of Plan Provisions

• Eligibility	If hourly non-union employee, 10 years of Accumulated Service, mentally or physically incapable of employment, eligible for Social Security disability benefits and not eligible for LTD plan. If salaried employee, eligible for LTD plan.
• Benefit	Continue to earn Accumulated Service to age 65.
Pre-retirement death	
• Eligibility	Eligible for vested or retirement benefit.
• Benefit prior to early retirement eligibility	Spouse benefit payable had the participant terminated on his date of death, elected benefit commencement with a 50% contingent annuitant option when first eligible and died on the following day.
• Benefit after early retirement eligibility	Immediate benefit is payable to spouse as if participant retired and elected 100% contingent annuitant option on date of death.
Post-retirement death	
• Eligibility	N/A
• Benefit	Based on the form of payment chosen
Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Reduced 50% contingent annuitant annuity.
• Optional forms	100%, 75%, 50%, 25% contingent annuitant annuity or life annuity. If the present value of the member's accrued benefit is less than $5,000, the member can elect the single lump sum payment.
• Optional form conversion factors	Actuarial basis for conversion to optional forms based on the 1989 Buck Mortality Table blended 95% male and 5% female for the employee and blended 5% male and 95% female for the contingent annuitant. The factors are determined with an 8% interest rate.
• Retroactive annuity starting dates	The plan includes a retroactive annuity starting date provision.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Schedule SB, Part V — Summary of Plan Provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Most recent plan amendments included:** Plan restatement effective January 1, 2011.
- **Plan amendments excluded**: None
- **Late retirement increases:**
  - *Active participants*: The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
  - *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) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **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. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan provision changes since prior valuation

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