

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>PENTAIR, INC. PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>011</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1977</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>011</u>	1c Effective date of plan <u>01/01/1977</u>	
1b Three-digit plan number (PN) ▶	<u>011</u>				
1c Effective date of plan <u>01/01/1977</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PENTAIR, INC.</u> <u>5500 WAYZATA BOULEVARD, SUITE 800</u> <u>GOLDEN VALLEY, MN 55416-1261</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>41-0907434</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>763-545-1730</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>551112</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>41-0907434</u>	2c Sponsor's telephone number <u>763-545-1730</u>	2d Business code (see instructions) <u>551112</u>	
2b Employer Identification Number (EIN) <u>41-0907434</u>					
2c Sponsor's telephone number <u>763-545-1730</u>					
2d Business code (see instructions) <u>551112</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	01/27/2014 Date	DIANA SOLOMON, DIR BENEFITS HRIS Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	01/27/2014 Date	MICHAEL G. MEYER, TREASURER Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 6081
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	1480
b Retired or separated participants receiving benefits.....	6b	20
c Other retired or separated participants entitled to future benefits.....	6c	878
d Subtotal. Add lines 6a , 6b , and 6c	6d	2378
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	30
f Total. Add lines 6d and 6e	6f	2408
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 1C 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) ☒ <u>4</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>PENTAIR, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PENTAIR, INC.</u>	D Employer Identification Number (EIN) <u>41-0907434</u>	

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

(a) Name of insurance carrier

JOHN HANCOCK MUTUAL LIFE INS CO

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>01-0233346</u>	<u>65099</u>	<u>GAC 901 ASSN 1</u>		<u>01/01/2012</u>	<u>12/31/2012</u>

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>0</u>	<u>11001</u>

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

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

JOHN HANCOCK LIFE INSURANCE COMPANY
PO BOX 111
BOSTON, MA 02117

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>11001</u>	<u>ADMINISTRATION</u>	<u>3</u>

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

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

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

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

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

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

b Balance at the end of the previous year	7b	395032
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	43051
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	7572
▶ DR ANNUAL ADJUSTMENT		
(6) Total additions	7c(6)	50623
d Total of balance and additions (add lines 7b and 7c(6))	7d	445655
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	13441
(2) Administration charge made by carrier	7e(2)	23002
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	738
▶ DR ANNUAL ADJUSTMENT		
(5) Total deductions	7e(5)	37181
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	408474

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>PENTAIR, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PENTAIR, INC.</u>	D Employer Identification Number (EIN) <u>41-0907434</u>	

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

(a) Name of insurance carrier

JOHN HANCOCK MUTUAL LIFE INS CO

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>01-0233346</u>	<u>65838</u>	<u>GAC 492 ASSN 0</u>	<u>9</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>0</u>	<u>15002</u>

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

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

JOHN HANCOCK FINANCIAL SERVICES
PO BOX 111
BOSTON, MA 02117

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>15002</u>	<u>ADMINISTRATION</u>	<u>3</u>

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	
6	Contracts With Allocated Funds:		
a	State the basis of premium rates ▶		
b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e	Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶		
b	Balance at the end of the previous year	7b	1081960
c	Additions: (1) Contributions deposited during the year	7c(1)	
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	118851
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)	7c(5)	22195
	▶ DR ANNUAL ADJUSTMENTS		
	(6) Total additions	7c(6)	141046
d	Total of balance and additions (add lines 7b and 7c(6))	7d	1223006
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	60517
	(2) Administration charge made by carrier	7e(2)	30004
	(3) Transferred to separate account	7e(3)	
	(4) Other (specify below)	7e(4)	
	(5) Total deductions		90521
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1132485

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan PENTAIR, INC. PENSION PLAN	B Three-digit plan number (PN) ▶	011
C Plan sponsor's name as shown on line 2a of Form 5500 PENTAIR, INC.	D Employer Identification Number (EIN) 41-0907434	

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

(a) Name of insurance carrier
AETNA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-6033492	60054	7641		01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	796

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
AETNA LIFE INSURANCE COMPANY 151 FARMINGTON AVE HARTFORD, CT 06156

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	796	ADMINISTRATION	3

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

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

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

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

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

b Balance at the end of the previous year	7b	615705
c Additions: (1) Contributions deposited during the year	7c(1)	12672362
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	1395
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
(6) Total additions	7c(6)	12673757
d Total of balance and additions (add lines 7b and 7c(6))	7d	13289462
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	12597875
(2) Administration charge made by carrier	7e(2)	1668
(3) Transferred to separate account	7e(3)	315
(4) Other (specify below)	7e(4)	
(5) Total deductions	7e(5)	12599858
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	689604

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012	
A Name of plan PENTAIR, INC. PENSION PLAN	B Three-digit plan number (PN) ▶ 011
C Plan sponsor's name as shown on line 2a of Form 5500 PENTAIR, INC.	D Employer Identification Number (EIN) 41-0907434

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

1 Coverage Information:

(a) Name of insurance carrier
METROPOLITAN LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5581829	65978	39043	4448	12/26/2012	12/31/2012

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

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

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

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

TOWERS WATSON

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	0	ADMINISTRATIVE	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶ [1994 GROUP ANNUITY MORTALITY TABLE WITH METLIFE MODIFICATION & PROJECTION](#)

b Premiums paid to carrier	6b	284500000
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

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

A Name of plan <u>PENTAIR, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>PENTAIR, INC.</u>	D Employer Identification Number (EIN) <u>41-0907434</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information																								
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>																								
2	Assets: <table><tr><td>a Market value</td><td>2a</td><td><u>319865644</u></td></tr><tr><td>b Actuarial value</td><td>2b</td><td><u>314002635</u></td></tr></table>	a Market value	2a	<u>319865644</u>	b Actuarial value	2b	<u>314002635</u>																		
a Market value	2a	<u>319865644</u>																							
b Actuarial value	2b	<u>314002635</u>																							
3	Funding target/participant count breakdown: <table><tr><td></td><td>(1) Number of participants</td><td>(2) Funding Target</td></tr><tr><td>a For retired participants and beneficiaries receiving payment.....</td><td>3a</td><td><u>2929</u></td></tr><tr><td>b For terminated vested participants.....</td><td>3b</td><td><u>1581</u></td></tr><tr><td>c For active participants:</td><td></td><td></td></tr><tr><td> (1) Non-vested benefits.....</td><td>3c(1)</td><td><u>1160300</u></td></tr><tr><td> (2) Vested benefits.....</td><td>3c(2)</td><td><u>93785038</u></td></tr><tr><td> (3) Total active</td><td>3c(3)</td><td><u>1613</u></td></tr><tr><td>d Total</td><td>3d</td><td><u>6123</u></td></tr></table>		(1) Number of participants	(2) Funding Target	a For retired participants and beneficiaries receiving payment.....	3a	<u>2929</u>	b For terminated vested participants.....	3b	<u>1581</u>	c For active participants:			(1) Non-vested benefits.....	3c(1)	<u>1160300</u>	(2) Vested benefits.....	3c(2)	<u>93785038</u>	(3) Total active	3c(3)	<u>1613</u>	d Total	3d	<u>6123</u>
	(1) Number of participants	(2) Funding Target																							
a For retired participants and beneficiaries receiving payment.....	3a	<u>2929</u>																							
b For terminated vested participants.....	3b	<u>1581</u>																							
c For active participants:																									
(1) Non-vested benefits.....	3c(1)	<u>1160300</u>																							
(2) Vested benefits.....	3c(2)	<u>93785038</u>																							
(3) Total active	3c(3)	<u>1613</u>																							
d Total	3d	<u>6123</u>																							
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐ <table><tr><td>a Funding target disregarding prescribed at-risk assumptions</td><td>4a</td><td></td></tr><tr><td>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</td><td>4b</td><td></td></tr></table>	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																			
a Funding target disregarding prescribed at-risk assumptions	4a																								
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b																								
5	Effective interest rate	5	<u>7.00</u> %																						
6	Target normal cost.....	6	<u>7350699</u>																						

Statement by Enrolled Actuary

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

SIGN HERE	
Signature of actuary <u>GREGORY T. TRAPP, ASA, EA, MAAA</u>	Date <u>11-05207</u>
Type or print name of actuary <u>MERCER</u>	Most recent enrollment number <u>612-642-8600</u>
Firm name <u>333 SOUTH 7TH STREET, SUITE 1600</u> <u>MINNEAPOLIS, MN 55402-2427</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
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)	0	0
10	Interest on line 9 using prior year's actual return of <u>7.82</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		10905070
	b Interest on (a) using prior year's effective interest rate of <u>6.27</u> % except as otherwise provided (see instructions)		683748
	c Total available at beginning of current plan year to add to prefunding balance		11588818
	d Portion of (c) to be added to prefunding balance		11588818
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11588818

Part III Funding Percentages			
14	Funding target attainment percentage	14	102.46 %
15	Adjusted funding target attainment percentage	15	106.39 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.01 %
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
04/13/2012	3520000	0			
07/13/2012	3520000	0			
12/21/2012	138000000	0			
			Totals ►	18(b)	145040000
				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 136084099
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 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	7350699	
b Excess assets, if applicable, but not greater than line 31a	31b	7280191	
32 Amortization installments:	Outstanding Balance		
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	70508	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	70508	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	136084099	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	136013591	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

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

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

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

A Name of plan PENTAIR, INC. PENSION PLAN	B Three-digit plan number (PN) ▶	011
C Plan sponsor's name as shown on line 2a of Form 5500 PENTAIR, INC.	D Employer Identification Number (EIN) 41-0907434	

Part I	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>PENTAIR, INC. PENSION PLAN</u>	B Three-digit plan number (PN)	<u>011</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>PENTAIR, INC.</u>	D Employer Identification Number (EIN) <u>41-0907434</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: PENTAIR, INC. MASTER TRUST

b Name of sponsor of entity listed in (a): PENTAIR, INC.

c EIN-PN <u>25-6346358-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>236337221</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan PENTAIR, INC. PENSION PLAN	B Three-digit plan number (PN) ►	011
C Plan sponsor's name as shown on line 2a of Form 5500 PENTAIR, INC.	D Employer Identification Number (EIN) 41-0907434	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)	19580000		46800
(2) Participant contributions	1b(2)			
(3) Other.....	1b(3)			443831
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)	299335142		236337221
(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)	2130206		2230595
(15) Other	1c(15)			

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	321045348	239058447

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	321045348	239058447
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	145086800	
(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)		145086800

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)	109389	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		109389

(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)		
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(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)		30363931
(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		175560120

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	51631890	
(2) To insurance carriers for the provision of benefits	2e(2)	213267190	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		264899080
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)	471624	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		471624
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		265370704

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-89810584
l Transfers of assets:			
(1) To this plan.....	2l(1)		7823683
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **DELOITTE & TOUCHE LLP**

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

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>PENTAIR, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PENTAIR, INC.</u>	D Employer Identification Number (EIN) <u>41-0907434</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>26-6346358</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>839</u>

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: _____% Investment-Grade Debt: 99% High-Yield Debt: _____% Real Estate: _____% Other: 1%

- 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):

Pentair, Inc. Pension Plan

Employer ID No: 41-0907434

Plan Number: 011

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

PENTAIR, INC. PENSION PLAN

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Form 5500, Schedule H, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2012	20
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of
Pentair, Inc. Pension Plan
Golden Valley, Minnesota

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

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 3, which was certified by The Bank of New York Mellon, 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

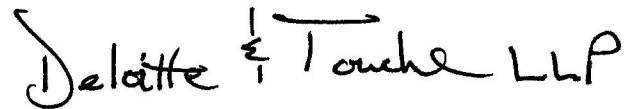
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The Schedule of Assets (Held at End of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

A handwritten signature in black ink that reads "Deloitte & Touche LLP". The signature is written in a cursive, flowing style.

September 30, 2013

PENTAIR, INC. PENSION PLAN

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

	2012	2011
ASSETS:		
Contributions receivable	\$ 46,800	\$ 19,580,000
Other receivables	443,831	-
Investments:		
Plan interest in Pentair, Inc. Master Trust	236,337,221	299,335,142
Unallocated insurance contracts	<u>2,230,595</u>	<u>2,130,206</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$239,058,447</u>	<u>\$321,045,348</u>

See notes to financial statements.

PENTAIR, INC. PENSION PLAN

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

	2012	2011
ADDITIONS:		
Employer contributions	<u>\$ 145,086,800</u>	<u>\$ 27,020,000</u>
Investment income:		
Net investment income from Pentair, Inc. Master Trust	30,363,931	21,157,918
Interest income from insurance contracts	<u>109,389</u>	<u>83,921</u>
Total investment income	<u>30,473,320</u>	<u>21,241,839</u>
Total additions	<u>175,560,120</u>	<u>48,261,839</u>
DEDUCTIONS:		
Benefits paid directly to participants	51,631,890	19,110,362
Purchase of annuity contract	213,267,190	-
Administrative fees	<u>471,624</u>	<u>385,592</u>
Total deductions	<u>265,370,704</u>	<u>19,495,954</u>
PLAN TRANSFERS	<u>7,823,683</u>	<u>15,773</u>
NET (DECREASE) INCREASE	(81,986,901)	28,781,658
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	<u>321,045,348</u>	<u>292,263,690</u>
NET ASSETS AVAILABLE FOR BENEFITS — End of year	<u>\$ 239,058,447</u>	<u>\$ 321,045,348</u>

See notes to financial statements.

PENTAIR, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF THE PLAN

The following description of the Pentair, Inc. Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined benefit, single employer pension plan. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. Pentair Inc. (the “Company”) is responsible for administering the Plan. Four officers of Pentair Ltd. have been appointed to the Investment Committee of the Plan and the Pentair, Inc. Master Trust (the “Master Trust”). This committee has delegated certain investment authority to investment managers under contractual arrangements, consisting primarily of latitude in the selection of underlying investments within approved asset categories.

On September 28, 2012, Tyco International Ltd. (“Tyco”), merged its flow control business with the Company in a tax-free, all-stock merger immediately following Tyco’s spin-off of its flow control business, with the Company surviving the merger as a wholly owned indirect subsidiary of Tyco Flow Control International Ltd. (“Flow Control”) and Flow Control renamed as Pentair Ltd. (herein, the “Merger”).

In connection with the Merger, the Company acquired the Penberthy Pension Plan, the IMI Cash Valve Inc. Pension Plan and the IMI Cash Valve Inc. (Union) Pension Plan (collectively, the “Flow Plans”). On December 31, 2012, the Flow Plans merged with and into the Plan, with the effect that the plans shall constitute a single plan within the meaning of the applicable section of the Internal Revenue Code (“IRC”) effective from and after the date of the merger. On December 31, 2012, the Master Trust allocated \$7,808,749 to the Plan, \$7,364,918 representing the value of the Flow Plans assets received as of December 31, 2012 invested in the Master Trust and \$443,831 representing the remainder of the Flow Plans’ assets to be transferred for which payment had not yet been received as of December 31, 2012 from the trustee of the Flow Plans.

In December 2012, the Company took several actions to reduce the risk and volatility of the Plan, including the following:

- Distributed lump sum payments of \$32,595,323 to certain deferred vested participants of the Plan that chose to elect an early payout.
- Made a special contribution of \$138,000,000 to fund the Plan.
- The Master Trust purchased an irrevocable annuity contract from Metropolitan Life Insurance Company (“MetLife”) to settle obligations to Plan participants in retiree status (see Note 7).

Funding Policy — Contributions to provide benefits under the Plan are made solely by the Company. The Company's general funding policy is to contribute to the minimum required by ERISA. However, the Company occasionally makes contributions greater than the minimum, but not exceeding the maximum amount deductible for federal income tax purposes, when the Company's cash flow permits. The Plan has met minimum funding standards for 2012 and 2011.

Curtailment — In December 2007, the Company announced the curtailment of this Plan as of December 31, 2017. The curtailment closed the Plan to new participants effective January 1, 2008, and the benefits will cease to accrue for all participants as of December 31, 2017.

Separate Benefit Formulas — The Plan has separate ongoing benefit formulas. While each benefit formula (and related rules) is described in a separate document, all Plan assets are available to pay benefits under any of the formulas. The Company and its participating subsidiaries determine which benefit formula covers eligible employee groups.

For each benefit formula, no employee may become a participant who is a member of a collective bargaining unit for which retirement benefits have been the subject of good faith bargaining, who is a nonresident alien and receives no U.S.-sourced income from the Company or its participating subsidiaries, or who is eligible to participate in any other qualified defined benefit pension plan maintained by the Company or its subsidiaries.

Traditional Defined Benefit Formula:

Participation and Vesting — Generally, regular nonbargaining employees of the Company and its participating subsidiaries to whom this formula has been extended are eligible to become participants in the Plan following completion of a year of eligible service and attainment of age 21. A year of vesting service is credited upon the completion of 1,000 hours in a calendar year and after the attainment of age 18. Vesting is based on a seven-year-graded scale, being fully vested after seven years.

A participant is fully vested in his or her accrued benefit under the Plan, regardless of the years of vesting service completed, in the event of termination of employment on or after normal retirement age (age 65).

Plan Benefits — The normal retirement benefit (i.e., the benefit payable at age 65, expressed as a straight-life annuity) under the Plan is 1% of a participant's final average annual compensation up to the social security covered compensation base, plus 1.5% of a participant's final average annual compensation in excess of such base, multiplied times the participant's years of benefit service (capped at 35 years).

Participants who have attained age 55 and completed 10 or more years of benefit service are eligible to receive an early retirement benefit equal to the normal retirement benefit multiplied by the applicable early retirement reduction factor. For each month in which the early retirement date precedes the normal retirement date, the early retirement reduction factor is 1/6 of 1% per month for the first 36 months, 4/10 of 1% per month for the next 36 months, and 1/2 of 1% per month for the next 48 months.

The surviving spouse of a vested participant who has died prior to retirement is entitled to a preretirement death benefit, provided the surviving spouse and deceased participant were married for at least one year as of the date of death.

Pension Equity Formula:

Participation and Vesting — Generally, regular nonbargaining employees of participating subsidiaries to whom this formula has been extended are eligible to become a participant in the Plan following completion of a year of eligibility service and attainment of age 18.

The pension equity plan has a three-year cliff vesting schedule for those that leave prior to reaching age 65, with no benefit if less than three years of service. A participant is fully vested in his or her accrued benefit under the Plan, regardless of the years of vesting service completed, in the event of termination of employment on or after normal retirement age (usually age 65).

Plan Benefits — Participants earn a percentage of final average pay for each year of service. The percentage varies by age, from 2.5% to 12%. At termination, participants can waive the annuity form of payment and elect a lump sum.

A death benefit is paid in an annuity or lump sum to the participant's surviving spouse or in lump sum to the designated beneficiary.

Priorities Upon Termination of the Plan — 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 Plan provides for the allocation of available assets to pay benefits in the following order (with proration within groups):

- a. Return of employee contributions, if any, then
- b. Certain benefits payable three years prior to termination, then
- c. Benefits that are guaranteed by the Pension Benefit Guaranty Corporation ("PBGC") to certain limitations prescribed by ERISA, then
- d. All other uninsured, vested benefits, then
- e. All other benefits accrued to date of termination, then
- f. The remainder, if any, reverts to the employer in accordance with Section 4044(d) of ERISA.

Benefits to be provided via contracts under which MetLife is obligated to pay the benefits would be excluded for allocation purposes.

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

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

The preparation of 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.

The Plan funds are invested in the Master Trust held by The Bank of New York Mellon (the “Trustee”) and unallocated insurance contracts held in custody of John Hancock Mutual Life Insurance Company and Aetna Insurance Company.

Investments in the Master Trust are presented at estimated fair value. If available, quoted market prices are used to value investments. Quoted market prices are based on the last reported sale price on the last business day of the year. In instances wherein quoted market prices are not available, securities and other alternative investments are stated at estimated fair value as determined by the custodian of those investments. Investments in partnerships and joint ventures are determined by investment group managers based on the estimated value of the various holdings in the partnership and joint venture portfolio. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation and depreciation in the fair value of investments, which is included within Net investment income from Pentair, Inc. Master Trust on the Statement of Changes in Net Assets Available for Plan Benefits, includes gains and losses in investments sold during the year as well as appreciation and depreciation of the investments held at year end.

Unallocated insurance contracts are included in the financial statements at fair value, which approximates contract value. The contracts have a fair value \$2,230,595 and \$2,130,206 at December 31, 2012 and 2011, respectively. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

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

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

Administrative expenses, such as actuarial and auditing fees, and charges and expenses incurred in connection with the acquisition or disposition of the Plan’s assets, such as custodial fees, investment management fees, and brokerage commissions, are paid by the Plan or from the Master Trust assets.

Benefit payments to participants are recorded upon distribution.

The financial statements also reflect accounting guidance related to fair value measurements which establishes a single authoritative definition of fair value, sets a framework for measuring fair value, and requires additional disclosures about fair value measurements (see Note 6).

New Accounting Standards — The financial statements reflect the prospective adoption of Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends FASB Accounting Standards Codification 820, as of the beginning of the year ended December 31, 2012 (see Note 6). ASU 2011-04 was 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 also 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 or Statements of Changes in Net Assets Available for Benefits.

Subsequent Events — For the year ended December 31, 2012, subsequent events were evaluated through September 30, 2013, the date the financial statements were available to be issued.

3. 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 and supplemental schedule, that was 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 investment information is complete and accurate.

	2012	2011
Statements of net assets available for benefits — investments:		
Pentair, Inc. Master Trust	\$ 236,337,221	\$ 299,335,142
Unallocated insurance contracts	2,230,595	2,130,206
	2012	2011
Statements of changes in net assets available for benefits — investment income:		
Net investment income from Pentair, Inc. Master Trust	\$ 30,363,931	\$ 21,157,918
Interest income from insurance contracts	109,389	83,921

All investment balances included in Notes 4 and 6, excluding the fair value leveling of the Plan’s investments, and the supplemental schedule.

4. MASTER TRUST

The Company has established the Master Trust with the Trustee for three pension plans. The purpose of this combination is to pool investment transactions and achieve uniform rates of return on comparable funds under all plans. The plans have deposited funds in the Master Trust, and each owns an undivided interest in net assets of the Master Trust based on its equity in the Master Trust.

Under the terms of the trust agreements, the Trustee manages trust funds on behalf of the Plan. In accordance with the trust agreements, certain assets of the Plan are held together with assets of other plans in the Master Trust sponsored by the Company and its subsidiaries.

The allocation of trust funds and investment income (loss) among the participating pension plans in the Master Trust is determined on a unit value basis, as determined by the Trustee. The allocation of funds at December 31, 2012 and 2011, were as follows:

	2012		2011	
	Amount	Percentage Ownership	Amount	Percentage Ownership
Pentair, Inc. Pension Plan	\$236,337,221	73.6 %	\$299,335,142	73.5 %
Pentair Pump Group, Inc. Bargaining Unit Employees Pension Plan	15,377,601	4.8	19,283,378	4.7
Sta-Rite Industries Employees' Retirement Plan	<u>69,285,321</u>	<u>21.6</u>	<u>88,717,820</u>	<u>21.8</u>
Net assets of the Pentair, Inc. Master Trust	<u>\$321,000,143</u>	<u>100 %</u>	<u>\$407,336,340</u>	<u>100.0 %</u>

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

	2012	2011
Assets:		
Investments at fair value:		
Cash equivalents	\$ 16,914,237	\$ 9,902,246
Corporate and non U.S. government securities	70,108,028	76,195,374
U.S. treasuries	68,579,427	82,988,974
Mortgage-backed securities	22,295,592	40,914,885
Other fixed income securities	18,599,103	3,828,940
Small cap equity	19	7,094,287
Mid cap equity	641	7,532,027
Large cap equity	58,082,476	48,078,020
International equity	-	32,412,338
Long/short equity	42,937,520	56,431,018
Pentair company stock	-	16,645,000
Other investments	<u>21,586,777</u>	<u>23,655,535</u>
Total investments at fair value	319,103,820	405,678,644
Receivables — interest and dividends	<u>1,896,323</u>	<u>1,680,105</u>
Total assets	321,000,143	407,358,749
Liabilities — securities purchased	<u>-</u>	<u>22,409</u>
Net assets of the Pentair, Inc. Master Trust	<u>\$ 321,000,143</u>	<u>\$ 407,336,340</u>
Plan's interest in the net assets of the Pentair, Inc. Master Trust	<u>\$ 236,337,221</u>	<u>\$ 299,335,142</u>

The Master Trust's investments at fair value that exceeded 5 percent of Master Trust net assets as of December 31, 2012 and 2011 were as follows:

	2012	2011
Investments at fair market value:		
JP Morgan Long Duration Fund	\$ 179,582,151	\$ 202,929,906
Adage Capital Partners Enhanced Large Cap Equity Fund	58,082,476	48,078,020
ABS Offshore SPC Global Portfolio Class R	29,403,259	28,506,685

On October 12, 2012, cash of \$6,982,362 related to the Flow Plans was transferred into the Master Trust. The remaining \$443,831 of cash related to the Flow Plans was transferred into the Master Trust on January 7, 2013 and was recorded as a receivable as of December 31, 2012.

Investment income (loss) for the Master Trust for the years ended December 31, 2012 and 2011, was as follows:

	2012	2011
Income from:		
Interest	\$ 7,698,384	\$ 6,495,381
Dividends	<u>585,516</u>	<u>814,569</u>
Net income	<u>8,283,900</u>	<u>7,309,950</u>
Net appreciation (depreciation) in fair value of investments:		
Cash equivalents	49,753	234,032
Fixed income	1,180,265	22,166,219
Global equity securities	21,359,656	(1,074,454)
Other	<u>6,119,868</u>	<u>1,024,864</u>
Total net appreciation in fair value of investments	<u>28,709,542</u>	<u>22,350,661</u>
Net gain (loss) from:		
Common/collective trust	3,498,400	3,541,431
Registered investment companies	<u>3,167,008</u>	<u>(2,948,813)</u>
Total net gain	<u>6,665,408</u>	<u>592,618</u>
Investment income of Pentair, Inc. Master Trust	<u><u>\$43,658,850</u></u>	<u><u>\$30,253,229</u></u>

5. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the employees' contributions, compensation and services employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits payable as a result of retirement, death, disability or termination of employment are included, to the extent they are deemed attributable to employee service rendered through the valuation date.

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

The significant assumptions underlying the actuarial computations as of January 1, 2012 and 2011, were as follows:

Investment return	7.5% for 2012 and 8.0% for 2011, compounded annually for funding purpose, and the present value of accumulated plan benefits for 2012 and 2011
Discount rate	5.05% for 2012 and 5.9% for 2011
Mortality	RP Mortality Table with a fixed 15-year projection, set forward 10 years for disabled for funding purposes for 2012 and 2011
Retirement age	Earlier of 62 with 10 years of service or age 65 for active; age 62 for vested and disabled employees for 2012 and 2011
Actuarial method	Unit credit for 2012 and 2011

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

The actuarial present value of accumulated plan benefits as of January 1, 2012 and 2011, were as follows:

	2012	2011
Vested benefits:		
Participants and/or beneficiaries currently receiving benefits	\$ 139,933,777	\$ 133,550,026
Other participants	<u>137,790,113</u>	<u>122,374,429</u>
Total vested benefits	277,723,890	255,924,455
Nonvested benefits	<u>1,111,870</u>	<u>1,055,206</u>
Total actuarial present value of accumulated plan benefits	<u>\$278,835,760</u>	<u>\$256,979,661</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the years ended January 1, 2012 and 2011, are as follows:

Actuarial present value of accumulated plan benefits — January 1, 2010	<u>\$237,187,402</u>
Change attributable to:	
Benefits accumulated	6,154,573
Benefits paid	(17,385,172)
Interest due to the decrease in discount period	19,360,487
Change in actuarial assumptions	<u>11,662,371</u>
Net increase	<u>19,792,259</u>
Actuarial present value of accumulated plan benefits — January 1, 2011	<u>256,979,661</u>
Change attributable to:	
Benefits accumulated	8,410,907
Benefits paid	(19,110,362)
Interest due to the decrease in discount period	19,730,257
Change in actuarial assumptions	<u>12,825,297</u>
Net increase	<u>21,856,099</u>
Actuarial present value of accumulated plan benefits — January 1, 2012	<u>\$278,835,760</u>

6. FAIR VALUE MEASUREMENTS

The Plan's estimates of fair value for financial assets are based on the framework established in the fair value accounting guidance. Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

Certain investments are measured at fair value on a recurring basis in the Statements of Net Assets Available for Benefits. The following methods and assumptions were used to estimate the fair values:

Cash Equivalents — Consist of investment in commingled funds valued based on observable market data. Such investments are classified as Level 2.

Fixed Income — Investments in corporate bonds, government securities, mortgages and asset backed securities are valued based upon quoted market prices for identical or similar securities and other observable market data. Investments in commingled funds are generally valued at the net asset value (“NAV”) of units held at the end of the period based upon the value of the underlying investments as determined by quoted market prices or by a pricing service. Such investments are classified as Level 2. At December 31, 2011, certain investments in commingled funds were valued based on unobservable inputs due to liquidation restrictions. These investments were classified as Level 3. There were no such investments outstanding at December 31, 2012.

Global Equity Securities — Equity securities and Pentair common stock are valued based on the closing market price in an active market and are classified as Level 1. Investments in commingled funds are valued at the net asset value of units held at the end of the period based upon the value of the underlying investments as determined by quoted market prices or by a pricing service. Such investments are classified as Level 2.

Other Investments — Other investments include investments in commingled funds with diversified investment strategies. Investments in commingled funds that are valued at the net asset value of units held at the end of the period based upon the value of the underlying investments as determined by quoted market prices or by a pricing service are classified as Level 2. Investments in commingled funds that are valued based on unobservable inputs due to liquidation restrictions are classified as Level 3.

The following table sets forth by level within the fair value hierarchy a summary of the investments of the Master Trust at fair value as of December 31, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash equivalents	\$ -	\$ 16,914,237	\$ -	\$ 16,914,237
Fixed income:				
Corporate and non U.S. government securities	-	70,108,028	-	70,108,028
U.S. treasuries	-	68,579,427	-	68,579,427
Mortgage-backed securities	-	22,295,592	-	22,295,592
Other	-	18,599,103	-	18,599,103
Global equity securities:				
Small cap equity	19	-	-	19
Mid cap equity	641	-	-	641
Large cap equity	-	58,082,476	-	58,082,476
Long/short equity	-	42,937,520	-	42,937,520
Other investments	-	3,296,354	18,290,423	21,586,777
Total Pentair, Inc. Master Trust	<u>\$660</u>	<u>\$ 300,812,737</u>	<u>\$ 18,290,423</u>	<u>\$ 319,103,820</u>

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3):

	Balance January 1, 2012	Net Investment Income (a)	Purchases	Sales	Balance December 31, 2012
Other investments	\$ 19,102,977	\$957,947	\$ -	\$(1,770,501)	\$ 18,290,423
Fixed income investments	<u>998,268</u>	<u>22,510</u>	<u>-</u>	<u>(1,020,778)</u>	<u>-</u>
	<u>\$ 20,101,245</u>	<u>\$980,457</u>	<u>\$ -</u>	<u>\$(2,791,279)</u>	<u>\$ 18,290,423</u>

(a) Includes \$1,304,417 of unrealized gains and \$263,140 of unrealized losses on assets held at December 31, 2012.

The following sets forth a summary of the Master Trust's investments, at December 31, 2012, in which fair value is estimated based on the NAV and their redemption features:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period	Other Redemption Restrictions
Global equity securities:					
Adage Capital Partners Enhanced					End of quarter
Large Cap Equity Fund	\$ 58,082,476	\$ -	Quarterly	60 days	redemption only
EB Temp Investment Fund	<u>29,621,808</u>	<u>-</u>	Daily	None	None
	<u>\$ 87,704,284</u>	<u>\$ -</u>			

The following table sets forth by level within the fair value hierarchy a summary of the investments of the Master Trust at fair value as of December 31, 2011:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash equivalents	\$ -	\$ 9,902,246	\$ -	\$ 9,902,246
Fixed income:				
Corporate and non U.S. government securities	-	76,045,634	149,740	76,195,374
U.S. treasuries	-	82,988,974	-	82,988,974
Mortgage-backed securities	-	40,285,976	628,909	40,914,885
Other	-	3,609,321	219,619	3,828,940
Global equity securities:				
Small cap equity	7,094,287	-	-	7,094,287
Mid cap equity	7,527,576	4,451	-	7,532,027
Large cap equity	-	48,078,020	-	48,078,020
International equity	19,941,772	12,470,566	-	32,412,338
Long/short equity	-	56,431,018	-	56,431,018
Pentair common stock	16,645,000	-	-	16,645,000
Other investments	<u>-</u>	<u>4,552,558</u>	<u>19,102,977</u>	<u>23,655,535</u>
Total Pentair, Inc. Master Trust	<u>\$ 51,208,635</u>	<u>\$ 334,368,764</u>	<u>\$ 20,101,245</u>	<u>\$ 405,678,644</u>

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3):

	Balance January 1, 2011	Net Investment Income (a)	Purchases	Sales	Balance December 31, 2011
Other investments	\$ 12,991,420	\$345,507	\$ 9,000,000	\$ (3,233,950)	\$ 19,102,977
Fixed income investments	<u>1,776,877</u>	<u>86,386</u>	<u>-</u>	<u>(864,995)</u>	<u>998,268</u>
	<u>\$ 14,768,297</u>	<u>\$431,893</u>	<u>\$ 9,000,000</u>	<u>\$ (4,098,945)</u>	<u>\$ 20,101,245</u>

(a) Includes \$458,283 of unrealized gains and \$459,509 of unrealized losses on assets held at December 31, 2011.

The following sets forth a summary of the Master Trust's investments, at December 31, 2011, in which fair value is estimated based on the NAV and their redemption features:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period	Other Redemption Restrictions
Global equity securities:					
Adage Capital Partners Enhanced					End of quarter
Large Cap Equity Fund	\$ 48,078,020	\$ -	Quarterly	60 days	redemption only
EB Temp Investment Fund	<u>10,106,758</u>	<u>-</u>	Daily	None	None
	<u>\$ 58,184,778</u>	<u>\$ -</u>			

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate transfers between levels for each investment held in the Plan. For the years ended December 31, 2012 and 2011, there were no transfers between levels.

7. CONTRACT WITH INSURANCE COMPANY

On December 26, 2012, the Master Trust purchased an irrevocable annuity contract in the form of cash and securities from MetLife, the insurance carrier selected by the Investment Committee. Under the terms of the annuity contract, MetLife is obligated to pay benefits to named employees or their beneficiaries that were in payment status as of December 1, 2012. Funds under the irrevocable investment contract that have been allocated and applied to purchase the annuity contract (that is, MetLife is obligated to pay the related pension benefits) are excluded from the Plan's assets.

The allocation of the annuity contract purchased among the participating pension plans in the Master Trust was as follows:

	Amount
Pentair, Inc. Pension Plan	\$213,267,190
Pentair Pump Group, Inc. Bargaining Unit Employees Pension Plan	13,043,070
Sta-Rite Industries Employees' Retirement Plan	<u>58,189,740</u>
Total annuity contract purchased	<u><u>\$284,500,000</u></u>

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated December 3, 2010, that the Plan was designed in accordance with applicable regulations of the IRC. The Plan has been amended since receiving the determination letter. However, the Company and Plan management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan continues 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 tax position that more than likely 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.

9. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Master Trust investments are shares of mutual funds managed by The Bank of New York Mellon. The Bank of New York Mellon is the trustee, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Master Trust for the investment management services were \$136,316 and \$84,112 for the years ended December 31, 2012 and 2011, respectively.

At December 31, 2011, the Master Trust held 500,000 shares of common stock of Pentair Ltd., the sponsoring employer, with a fair value of \$16,645,000. During the years ended December 31, 2012 and 2011, the Master Trust recorded dividend income of \$330,000 and \$400,000, respectively, from the Pentair Ltd. common stock. On November 29, 2012, the Master Trust sold all 500,000 shares of Pentair Ltd. common stock to Pentair Ltd. at a price of \$48.92 per share, resulting in proceeds of \$24,460,000 and a realized gain of \$6,205,000.

* * * * *

**SUPPLEMENTAL SCHEDULE FURNISHED PURSUANT TO THE
REQUIREMENTS OF FORM 5500**

PENTAIR, INC. PENSION PLAN

(EIN: 41-0907434) (Plan #011)

FORM 5500, SCHEDULE H, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2012

	Cost	Current Value
John Hancock Mutual Life Insurance Company:*		
Insurance Contract GAC 901	\$ 408,474	\$ 408,474
Insurance Contract GAC 492	1,132,487	1,132,487
Aetna Insurance Company: *		
Group annuity contract	<u>689,634</u>	<u>689,634</u>
	<u>\$2,230,595</u>	<u>\$2,230,595</u>

*Known to be a party-in-interest.

Schedule H, line 4i - Schedule of Assets (Held At End Of Year)

PLAN NAME
Pentair, Inc. Pension Plan

PLAN YEAR
1/1/2012 - 12/31/2012

EIN / PN
41-0907434 / 011

a	b	c	d	e
	Identity	Description	Cost	Current Value
Party-in-Interest				
*	JOHN HANCOCK MUTUAL LIFE INSURANCE CO.	CONTRACT GAC901	408,474	408,474
*	JOHN HANCOCK MUTUAL LIFE INSURANCE CO.	CONTRACT GAC492	1,132,487	1,132,487
*	AETNA INSURANCE COMPANY	CONTRACT 007641 SA-174	<u>689,605</u>	<u>689,634</u>
	Total		2,230,566	2,230,595

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

Effective date and plan year	Original plan: January 1, 1975 Restated plan: January 1, 2009 Plan year: Calendar year
Status of the plan	No new employees are eligible to participate in the Plan if they were not already a Participant as of December 31, 2007. Effective December 31, 2017, the Plan will be frozen with respect to new benefit accruals.

Definitions

- Covered employees	All salaried employees of Pentair, Inc. and hourly employees of Hoffman; Fleck; DeVilbiss Air Power Company; Tupelo, Mississippi Plant of Delta International Machinery Corporation; Jonesboro, Arkansas Plant of Lincoln St. Louis, including hourly inspectors; Sherwood Plant/Hypro UAW; Detroit Mill of the Port Huron Paper Corporation as of March 31, 1988, when the facility was sold; the Port Huron Plant of the Port Huron Paper Corporation as of September 9, 1987, when the facility was sold.								
- Participation	All covered employees on the first day of the month following completion of one year of service and reaching age 21 (no age requirement for DeVilbiss Air Power Company and Electronic Enclosures, and age 18 for employees covered by the "PEP Provisions," below).								
- Vesting service	One year for each plan year with more than 1,000 hours of service. Elapsed time for DeVilbiss Air Power Company.								
- Credited service	One year for each plan year with more than 1,000 hours of service since date of hire, subject to the following: <table border="0"> <tr> <td><u>Subsidiary</u></td><td><u>Benefit Service Date</u></td></tr> <tr> <td>Porter-Cable</td><td>Later of 10/19/1981 or date of hire</td></tr> <tr> <td>Pentair Pump Group (excluding F.E. Myers)</td><td>Later of 8/23/1997 or date of hire</td></tr> <tr> <td>Schroff, Fleck, Mount Sterling</td><td>Later of 1/1/1998 or date of hire</td></tr> </table>	<u>Subsidiary</u>	<u>Benefit Service Date</u>	Porter-Cable	Later of 10/19/1981 or date of hire	Pentair Pump Group (excluding F.E. Myers)	Later of 8/23/1997 or date of hire	Schroff, Fleck, Mount Sterling	Later of 1/1/1998 or date of hire
<u>Subsidiary</u>	<u>Benefit Service Date</u>								
Porter-Cable	Later of 10/19/1981 or date of hire								
Pentair Pump Group (excluding F.E. Myers)	Later of 8/23/1997 or date of hire								
Schroff, Fleck, Mount Sterling	Later of 1/1/1998 or date of hire								
- Final average earnings	The average compensation is the highest five consecutive years in the last ten years.								

Normal retirement

- Regular provisions	Eligible on or after age 65. Amount equal to (a) minus (b) for all subsidiaries, except DeVilbiss Air Power Company, Electronic Enclosures, Fleck, Mt. Sterling, Schroff, and the Pentair Pump Group (excluding F.E. Myers): (a) 1% of final average earnings up to covered compensation plus 1.5% of final average earnings in excess of covered compensation, times benefit service up to a maximum of 35 years. (b) Aetna annuity purchased December 16, 1985 for Hoffman and former Federal participants.
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Schedule SB, Part V — Summary of Plan Provisions

Normal retirement (continued)

– PEP Provisions:

Amount for Fleck, Mt. Sterling, Schroff, and the Pentair Pump Group (excluding F.E. Myers) is equal to the sum of the credit earned at each age, as shown in Table A, times final average compensation.

Table A

Age at beginning of plan year	Fleck, Pentair Pump Group (excluding F.E. Myers)	Mt. Sterling, Schroff
less than 25	4.0%	2.5%
25 – 34	5.5	3.5
35 – 44	7.0	4.5
45 – 54	9.0	6.0
55 and up	12.0	8.0

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement (*continued*)

- DeVilbiss Air Power Company Provisions

Participants hired prior to September 3, 1999 will receive the accrued benefit converted to a cash balance as of September 2, 1999. This benefit will be increased by (a) and (b):

Participants hired after September 2, 1999 have an account established and maintained with credits as detailed in (a) and (b):

- (a) Each participant's account is credited with a pay-based credit each month as follows:

Prior to Fifteen Years of Service

Five percent (5%) of compensation earned in each plan year month.

Service After Fifteen Years

Six and one-half percent (6-1/2%) of compensation earned in each plan year month.

- (b) Each participant's account is increased monthly by a factor equal to one-twelfth of the interest credit percentage. The interest credit is based on the participant's account balance as of the end of the previous plan year month and the rate is at least equal to the prescribed rate below, but it may be increased at the employer's discretion.

- The November 30 one-month average of One-Year Treasury Constant Maturities as published in the Federal Reserve Statistical Release H.15 (519) of the Board of Governors of the Federal Reserve System. This rate will be increased to the next highest ¼ percent.

The cash balance account may be converted into a life only annuity using the plan-specified interest and mortality.

Special provisions apply to active participants in the DeVilbiss Salaried Plan as of October 15, 1992 who had also been a participant in the Eagle Plan.

Schedule SB, Part V — Summary of Plan Provisions**Normal retirement (continued)**

- Delta Tupelo Hourly-Rated Employees Pension Plan Provisions

Age 65. Amount equal to product of (a) and (b):

(a) Number of years of credited service, subject to the maximum shown below.

(b) The benefit rate shown below:

Effective Date	Benefit Rate	Maximum Service
4/15/85	\$ 9.00	31
4/15/86	9.50	32
4/15/87	10.00	35
4/15/88	10.25	35
4/15/89	10.50	35
4/15/90	10.75	35
4/15/91	11.25	35
5/02/92	11.50	35
5/02/95	11.75	35
5/02/96	12.00	35
5/02/97	12.25	35
5/04/98	12.75	35
5/01/99	13.00	35
5/01/00	13.25	35
5/07/01	13.50	35
5/06/02	14.00	35
5/05/03	14.25	35

- Lincoln Automotive Bargaining Unit Employees Pension Plan Provisions

Age 65. Amount equal to product of (a) and (b):

(a) Number of years of benefit service.

(b) The benefit rate shown below:

Effective Date	Benefit Rate
before 4/4/88	\$9.50
4/4/88	9.75
4/4/89	10.00
4/4/93	12.00
4/4/94	13.00
4/4/95	15.00

- Sherwood Plant/Hypro UAW Retirement Plan Provisions

Frozen benefit amounts payable at age 65.

Schedule SB, Part V — Summary of Plan Provisions**Normal retirement (continued)**

- Port Huron Paper Corporation, Detroit Mill Retirement Plan for Bargaining Employees Provisions
 - Age 65. Amount equal to product of (a) and (b):
 - (a) Number of years of benefit service.
 - (b) The benefit rate shown below:

Effective Date	Benefit Rate
4/29/83	\$ 15.50
4/30/86	16.50

Plus the product of (c) and (d) for participants of the prior plan:

- (a) Number of years of service before February 22, 1980.
 - (b) The difference between the benefit rate from (b) and \$14.
- Port Huron Paper Corporation Pension Plan for Hourly Employees Provisions
 - Age 65. Amount equal to product of (a) and (b):
 - (a) Number of years of benefit service.
 - (b) \$15.50 (for terminations on and after May 1, 1985).

Early retirement

- Regular provisions
 - Plan participants (other than DeVilbiss and PEP participants) are eligible on or after age 55 and ten years of vesting service. Amount equal to the normal retirement benefit reduced by 1/6% for each of the first 36 months early retirement precedes normal retirement; 4/10% per month for each of the next 36 months; 5/10% per month for each of the next 48 months early.
- DeVilbiss and PEP provisions
 - DeVilbiss and PEP participants are eligible after attainment of age 55. The participants receive the actuarially equivalent benefit of their vested account balance as of the benefit commencement date.
 - Electronic Enclosures benefits were reduced by 5/12% per month for each month commencement precedes age 65.

Late retirement

- Eligibility
 - After age 65.
- Benefit
 - Amount equal to the larger of (a) and (b):
 - (a) Benefit accrued to late retirement date.
 - (b) Normal retirement benefit actuarially increased for late retirement.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	Eligible on or after three years of vesting service. Amount equal to the appropriate vesting percentage, as shown below, times (a) for PEP participants, the PEP accrued lump sum payable immediately; (b) for DeVilbiss participants, the accrued cash balance account payable immediately as a lump sum or deferred to normal retirement date; or (c) for other participants, the normal retirement benefit at date of termination, commencing at age 65.	
– PEP Provisions:	Vesting Service	Vesting Percentage
	Less than 3	0%
	3 or more	100%
– Regular Provisions:	Vesting Service	Vesting Percentage
	Less than 3	0%
	3 but less than 4	30%
	4 but less than 5	40%
	5 but less than 6	60%
	6 but less than 7	80%
	7 or more	100%
Disability		
– Eligibility	Eligible if participant would be eligible for Pentair's long-term disability plan (or, if a DeVilbiss employee, if entitled to receive Social Security disability benefits).	
– Benefit	Amount equal to normal retirement benefit calculated using service projected to normal retirement date and current salary assumed level to normal retirement date.	
Pre-Retirement death		
– Regular provisions	Eligible on or after three years of vesting service and if married one year before death. Amount equal to 50% of the benefit the participant would have received had he retired under a 50% joint and survivor annuity on the first of the month following his death, or his earliest commencement age, if later.	
– PEP provisions	Lump sum value of benefit, or an equivalent 50% joint and survivor annuity.	
– DeVilbiss provisions	The actuarial equivalent of the accrued benefit payable as a monthly annuity for life commencing on the date the participant would have attained the normal retirement date. For non-spousal beneficiaries, a lump sum benefit of the participant's cash balance account is available.	

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
– Automatic form for unmarried participants	Life Annuity
– Automatic form for married participants	50% Joint and Survivor
– Optional forms	5 and 10 year Certain and Life annuities; 50%, 66⅔%, 75% and 100% Joint and Survivor annuities, lump sum for PEP.
Optional form conversion factors	UP84 mortality and 7% interest.
Conversion to or from a lump sum	417(e) and November rates.
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. For 2012, the limit is \$250,000.
– Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.

Benefits Included or Excluded

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

- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* Current active employees over normal retirement age are valued using the greater of continued service accruals and late retirement actuarial increases.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

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

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.

Schedule SB, Part V — Summary of Plan Provisions

- *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

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

Significant Events That Occurred During the Year:

Effective December 31, 2012 the following pension plans merged into the Pentair, Inc. Pension Plan:

- Penberthy Pension Plan (EIN: 74-2013117 / PN: 050)
- IMI Cash Valve Inc. Union Pension Plan (EIN: 74-2013117 / PN: 070)
- IMI Cash Valve Inc. Pension Plan (EIN: 74-2013117 / PN: 069)

Sponsorship for the plans had previously changed from Tyco International to Pentair, Inc. effective September 28, 2012.

During Q4 of 2012, Pentair executed an annuity buyout program for all retirees as well as a lump sum cashout program in which approximately half of the participants separated from service and entitled to future benefits elected.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		7 53,835	2 50,500								9 52,010
25-29		24 55,754	29 60,428	27 54,291							115 57,890
30-34		24 70,407	56 80,468	68 61,807	18						166
35-39		23 97,189	67 88,406	74 70,990	24 63,329	24 76,579					212 79,102
40-44		17	56 102,330	82 70,184	25 92,782	38 73,638	13				231 81,114
45-49		9	35 92,609	92 69,326	18	38 74,579	64 68,097	54 62,473	1		311 71,938
50-54		11	28 73,859	95 74,992	10	23 68,142	28 59,290	100 60,943	20 56,364		315 67,687
55-59		8	19	47 72,421	6	9	22 66,378	24 60,622	38 59,619	2	175 65,495
60-64			3	13			2		1		19
65-69			2	4				1			7
70 & up											
Total	0	150 69,067	358 79,228	502	101 76,970	132	129	179	60	2	1,613 70,894

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

Schedule SB, line 26 — Schedule of Active Participant Data
PEP Balance

Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		1	5								6
25-29		3	20 9,967								23 9,481
30-34		6	35 13,024	20 20,114							61 14,693
35-39		6	30 16,720	48 32,695							84 25,241
40-44		3	34 21,320	49 39,191							86 31,080
45-49		3	34 24,891	62 49,190							99 39,635
50-54		3	14	74 54,513							91 51,134
55-59		1	22 34,214	74 72,806							97 63,638
60-64		1	12	44 81,023							57 72,676
65-69				12							12
70 & up			2	3							5
Total		27 8,711	208 22,626	386 56,285							621 42,943

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average PEP balance. Average PEP balance is not shown for cells with fewer than 20 participants.

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

Funding

- The expected investment return on assets was changed from 8.0% to 7.0%.

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	
- Look-back months	4	
- Use stabilized rates – funding	Yes	
- Use stabilized rates – Section 436 benefit restrictions	Yes	
	<u>Stabilized rates</u> <u>(MAP-21)</u>	<u>Nonstabilized rates</u>
- First 5 years	5.54%	2.06%
- Next 15 years	6.85%	5.25%
- Over 20 years	7.52%	6.32%
Mortality sponsor elections	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	4.00% per year through 2017	
Social Security wage base	3.50% per year through 2017	
Inflation	3.00% per year through 2017	
Expected investment return	8.50% for year 2010; 8.00% for year 2011; and 7.00% for year 2012	
Expenses	\$1,250,000 added to current year normal cost	
Demographic assumptions		
Withdrawal	Sarason's T-5 Table. See table of sample rates.	
Disability incidence	None.	
Retirement age	Earlier of age 62 with ten years of service or age 65.	
Benefit commencement age for		
Future vested deferred	Earlier of age 62 with ten years of service or age 65	
Current vested deferred	Earlier of age 62 with ten years of service or age 65	
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
- Percentage married	75%	75%
- Spouse age difference	2 years younger	2 years older

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

Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>50% J&S</u>	<u>100% J&S</u>
– Active retirements (Non-PEP)	0%	50%	25%	25%
– Future vested deferred (Non-PEP)	0%	50%	25%	25%
– Future deaths (Non-PEP)	0%	100%	0%	0%
– Current vested deferred ¹	0%	50%	25%	25%
– Active PEP participants	100%	0%	0%	0%
Unpredictable contingent event assumptions	N/A			

Table of Sample Rates

Attained age	Withdrawal
25	7.7%
30	7.2%
35	6.3%
40	5.2%
45	4.0%
50	2.6%
55	0.9%

Actuarial Methods for Funding**Asset Methods**

The asset valuation method is an average of the adjusted market value for each month/quarter/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

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

- **Participants included:** The plan sponsor and Towers Watson 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.

¹ Current vested deferred PEP participants who terminated within the 120 days preceding the valuation date are expected to take a lump sum unless they have elected otherwise.

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

- **Insurance contracts:** The plan does have some insurance contracts. These benefits and the associated insurance contracts are fully excluded from this valuation.

Minimum Funding Methods

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

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

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

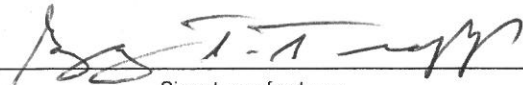
► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>Pentair, Inc. Pension Plan</u>	B Three-digit plan number (PN) <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Pentair, Inc.</u>	D Employer Identification Number (EIN) <u>41-0907434</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a	319,865,644	
b Actuarial value	2b	314,002,635	
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	2,929	148,047,013
b For terminated vested participants	3b	1,581	52,141,275
c For active participants:			
(1) Non-vested benefits	3c(1)		1,160,300
(2) Vested benefits	3c(2)		93,785,038
(3) Total active	3c(3)	1,613	94,945,338
d Total	3d	6,123	295,133,626
4 If the plan is in at-risk status, check the box and complete lines (a) and (b). ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	7.00	
6 Target normal cost	6	7,350,699	

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary <u>Gregory T. Trapp, ASA, EA, MAAA</u> Type or print name of actuary <u>Mercer</u> Firm name <u>333 South 7th Street, Suite 1600</u> <u>Minneapolis</u> Address of the firm <u>MN 55402-2427</u>	<u>6-6-2013</u> Date <u>11-05207</u> Most recent enrollment number <u>(612) 642-8600</u> Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
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)	0	0
10 Interest on line 9 using prior year's actual return of <u>7.82</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		10,905,070
b Interest on (a) using prior year's effective interest rate of <u>6.27</u> % except as otherwise provided (see instructions).....		683,748
c Total available at beginning of current plan year to add to prefunding balance		11,588,818
d Portion of (c) to be added to prefunding balance		11,588,818
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	11,588,818

Part III Funding Percentages

14 Funding target attainment percentage	14	102.46 %
15 Adjusted funding target attainment percentage	15	106.39 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	90.01 %
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
04/13/2012	3,520,000	0			
07/13/2012	3,520,000	0			
12/21/2012	138,000,000	0			
Totals ►			18(b)	145,040,000	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	136,084,099

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 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	7,350,699	
b Excess assets, if applicable, but not greater than line 31a	31b	7,280,191	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment.....	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	70,508	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	70,508	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	136,084,099	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	136,013,591	
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, 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 |
| - Look-back months | 4 |
| - Use stabilized rates – funding | Yes |
| - Use stabilized rates – Section 436 benefit restrictions | Yes |

	<u>Stabilized rates</u> <u>(MAP-21)</u>	<u>Nonstabilized rates</u>
- First 5 years	5.54%	2.06%
- Next 15 years	6.85%	5.25%
- Over 20 years	7.52%	6.32%

Mortality sponsor elections

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	4.00% per year through 2017
Social Security wage base	3.50% per year through 2017
Inflation	3.00% per year through 2017
Expected investment return	8.50% for year 2010; 8.00% for year 2011; and 7.00% for year 2012
Expenses	\$1,250,000 added to current year normal cost

Demographic assumptions

Withdrawal	Sarason's T-5 Table. See table of sample rates.	
Disability incidence	None.	
Retirement age	Earlier of age 62 with ten years of service or age 65.	
Benefit commencement age for		
Future vested deferred	Earlier of age 62 with ten years of service or age 65	
Current vested deferred	Earlier of age 62 with ten years of service or age 65	
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
- Percentage married	75%	75%
- Spouse age difference	2 years younger	2 years older

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

Form of payment	Lump sum	Single life	50% J&S	100% J&S
- Active retirements (Non-PEP)	0%	50%	25%	25%
- Future vested deferred (Non-PEP)	0%	50%	25%	25%
- Future deaths (Non-PEP)	0%	100%	0%	0%
- Current vested deferred ¹	0%	50%	25%	25%
- Active PEP participants	100%	0%	0%	0%
Unpredictable contingent event assumptions	N/A			

Table of Sample Rates

Attained age	Withdrawal
25	7.7%
30	7.2%
35	6.3%
40	5.2%
45	4.0%
50	2.6%
55	0.9%

Actuarial Methods for Funding**Asset Methods**

The asset valuation method is an average of the adjusted market value for each month/quarter/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

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

- **Participants included:** The plan sponsor and Towers Watson 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.

¹ Current vested deferred PEP participants who terminated within the 120 days preceding the valuation date are expected to take a lump sum unless they have elected otherwise.

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

- **Insurance contracts:** The plan does have some insurance contracts. These benefits and the associated insurance contracts are fully excluded from this valuation.

Minimum Funding Methods

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

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

Effective date and plan year	Original plan: January 1, 1975 Restated plan: January 1, 2009 Plan year: Calendar year								
Status of the plan	No new employees are eligible to participate in the Plan if they were not already a Participant as of December 31, 2007. Effective December 31, 2017, the Plan will be frozen with respect to new benefit accruals.								
Definitions									
- Covered employees	All salaried employees of Pentair, Inc. and hourly employees of Hoffman; Fleck; DeVilbiss Air Power Company; Tupelo, Mississippi Plant of Delta International Machinery Corporation; Jonesboro, Arkansas Plant of Lincoln St. Louis, including hourly inspectors; Sherwood Plant/Hydro UAW; Detroit Mill of the Port Huron Paper Corporation as of March 31, 1988, when the facility was sold; the Port Huron Plant of the Port Huron Paper Corporation as of September 9, 1987, when the facility was sold.								
- Participation	All covered employees on the first day of the month following completion of one year of service and reaching age 21 (no age requirement for DeVilbiss Air Power Company and Electronic Enclosures, and age 18 for employees covered by the "PEP Provisions," below).								
- Vesting service	One year for each plan year with more than 1,000 hours of service. Elapsed time for DeVilbiss Air Power Company.								
- Credited service	One year for each plan year with more than 1,000 hours of service since date of hire, subject to the following: <table> <tr> <th><u>Subsidiary</u></th><th><u>Benefit Service Date</u></th></tr> <tr> <td>Porter-Cable</td><td>Later of 10/19/1981 or date of hire</td></tr> <tr> <td>Pentair Pump Group (excluding F.E. Myers)</td><td>Later of 8/23/1997 or date of hire</td></tr> <tr> <td>Schroff, Fleck, Mount Sterling</td><td>Later of 1/1/1998 or date of hire</td></tr> </table>	<u>Subsidiary</u>	<u>Benefit Service Date</u>	Porter-Cable	Later of 10/19/1981 or date of hire	Pentair Pump Group (excluding F.E. Myers)	Later of 8/23/1997 or date of hire	Schroff, Fleck, Mount Sterling	Later of 1/1/1998 or date of hire
<u>Subsidiary</u>	<u>Benefit Service Date</u>								
Porter-Cable	Later of 10/19/1981 or date of hire								
Pentair Pump Group (excluding F.E. Myers)	Later of 8/23/1997 or date of hire								
Schroff, Fleck, Mount Sterling	Later of 1/1/1998 or date of hire								
- Final average earnings	The average compensation is the highest five consecutive years in the last ten years.								
Normal retirement									
- Regular provisions	Eligible on or after age 65. Amount equal to (a) minus (b) for all subsidiaries, except DeVilbiss Air Power Company, Electronic Enclosures, Fleck, Mt. Sterling, Schroff, and the Pentair Pump Group (excluding F.E. Myers): (a) 1% of final average earnings up to covered compensation plus 1.5% of final average earnings in excess of covered compensation, times benefit service up to a maximum of 35 years. (b) Aetna annuity purchased December 16, 1985 for Hoffman and former Federal participants.								

Schedule SB, Part V — Summary of Plan Provisions**Normal retirement (continued)**

– PEP Provisions:

Amount for Fleck, Mt. Sterling, Schroff, and the Pentair Pump Group (excluding F.E. Myers) is equal to the sum of the credit earned at each age, as shown in Table A, times final average compensation.

Table A

Age at beginning of plan year	Fleck, Pentair Pump Group (excluding F.E. Myers)	Mt. Sterling, Schroff
less than 25	4.0%	2.5%
25 – 34	5.5	3.5
35 – 44	7.0	4.5
45 – 54	9.0	6.0
55 and up	12.0	8.0

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement (continued)

- DeVilbiss Air Power
Company Provisions

Participants hired prior to September 3, 1999 will receive the accrued benefit converted to a cash balance as of September 2, 1999. This benefit will be increased by (a) and (b):

Participants hired after September 2, 1999 have an account established and maintained with credits as detailed in (a) and (b):

- (a) Each participant's account is credited with a pay-based credit each month as follows:

Prior to Fifteen Years of Service

Five percent (5%) of compensation earned in each plan year month.

Service After Fifteen Years

Six and one-half percent (6-1/2%) of compensation earned in each plan year month.

- (b) Each participant's account is increased monthly by a factor equal to one-twelfth of the interest credit percentage. The interest credit is based on the participant's account balance as of the end of the previous plan year month and the rate is at least equal to the prescribed rate below, but it may be increased at the employer's discretion.

- The November 30 one-month average of One-Year Treasury Constant Maturities as published in the Federal Reserve Statistical Release H.15 (519) of the Board of Governors of the Federal Reserve System. This rate will be increased to the next highest 1/4 percent.

The cash balance account may be converted into a life only annuity using the plan-specified interest and mortality. Special provisions apply to active participants in the DeVilbiss Salaried Plan as of October 15, 1992 who had also been a participant in the Eagle Plan.

Schedule SB, Part V — Summary of Plan Provisions**Normal retirement (continued)**

- Delta Tupelo Hourly-Rated Employees Pension Plan Provisions

Age 65. Amount equal to product of (a) and (b):

(a) Number of years of credited service, subject to the maximum shown below.

(b) The benefit rate shown below:

Effective Date	Benefit Rate	Maximum Service
4/15/85	\$ 9.00	31
4/15/86	9.50	32
4/15/87	10.00	35
4/15/88	10.25	35
4/15/89	10.50	35
4/15/90	10.75	35
4/15/91	11.25	35
5/02/92	11.50	35
5/02/95	11.75	35
5/02/96	12.00	35
5/02/97	12.25	35
5/04/98	12.75	35
5/01/99	13.00	35
5/01/00	13.25	35
5/07/01	13.50	35
5/06/02	14.00	35
5/05/03	14.25	35

- Lincoln Automotive Bargaining Unit Employees Pension Plan Provisions

Age 65. Amount equal to product of (a) and (b):

(a) Number of years of benefit service.

(b) The benefit rate shown below:

Effective Date	Benefit Rate
before 4/4/88	\$9.50
4/4/88	9.75
4/4/89	10.00
4/4/93	12.00
4/4/94	13.00
4/4/95	15.00

- Sherwood Plant/Hypro UAW Retirement Plan Provisions

Frozen benefit amounts payable at age 65.

Schedule SB, Part V — Summary of Plan Provisions**Normal retirement (continued)**

- Port Huron Paper Corporation, Detroit Mill Retirement Plan for Bargaining Employees Provisions

Age 65. Amount equal to product of (a) and (b):
 (a) Number of years of benefit service.
 (b) The benefit rate shown below:

Effective Date	Benefit Rate
4/29/83	\$ 15.50
4/30/86	16.50

Plus the product of (c) and (d) for participants of the prior plan:
 (a) Number of years of service before February 22, 1980.
 (b) The difference between the benefit rate from (b) and \$14.

- Port Huron Paper Corporation Pension Plan for Hourly Employees Provisions

Age 65. Amount equal to product of (a) and (b):
 (a) Number of years of benefit service.
 (b) \$15.50 (for terminations on and after May 1, 1985).

Early retirement

- Regular provisions

Plan participants (other than DeVilbiss and PEP participants) are eligible on or after age 55 and ten years of vesting service. Amount equal to the normal retirement benefit reduced by 1/6% for each of the first 36 months early retirement precedes normal retirement; 4/10% per month for each of the next 36 months; 5/10% per month for each of the next 48 months early.

- DeVilbiss and PEP provisions

DeVilbiss and PEP participants are eligible after attainment of age 55. The participants receive the actuarially equivalent benefit of their vested account balance as of the benefit commencement date.

Electronic Enclosures benefits were reduced by 5/12% per month for each month commencement precedes age 65.

Late retirement

- Eligibility
- Benefit

After age 65.

Amount equal to the larger of (a) and (b):
 (a) Benefit accrued to late retirement date.
 (b) Normal retirement benefit actuarially increased for late retirement.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	Eligible on or after three years of vesting service. Amount equal to the appropriate vesting percentage, as shown below, times (a) for PEP participants, the PEP accrued lump sum payable immediately; (b) for DeVilbiss participants, the accrued cash balance account payable immediately as a lump sum or deferred to normal retirement date; or (c) for other participants, the normal retirement benefit at date of termination, commencing at age 65.	
- PEP Provisions:	Vesting Service	Vesting Percentage
	Less than 3	0%
	3 or more	100%
- Regular Provisions:	Vesting Service	Vesting Percentage
	Less than 3	0%
	3 but less than 4	30%
	4 but less than 5	40%
	5 but less than 6	60%
	6 but less than 7	80%
	7 or more	100%
Disability		
- Eligibility	Eligible if participant would be eligible for Pentair's long-term disability plan (or, if a DeVilbiss employee, if entitled to receive Social Security disability benefits).	
- Benefit	Amount equal to normal retirement benefit calculated using service projected to normal retirement date and current salary assumed level to normal retirement date.	
Pre-Retirement death		
- Regular provisions	Eligible on or after three years of vesting service and if married one year before death. Amount equal to 50% of the benefit the participant would have received had he retired under a 50% joint and survivor annuity on the first of the month following his death, or his earliest commencement age, if later.	
- PEP provisions	Lump sum value of benefit, or an equivalent 50% joint and survivor annuity.	
- DeVilbiss provisions	The actuarial equivalent of the accrued benefit payable as a monthly annuity for life commencing on the date the participant would have attained the normal retirement date. For non-spousal beneficiaries, a lump sum benefit of the participant's cash balance account is available.	

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
- Automatic form for unmarried participants	Life Annuity
- Automatic form for married participants	50% Joint and Survivor
- Optional forms	5 and 10 year Certain and Life annuities; 50%, 66⅔%, 75% and 100% Joint and Survivor annuities, lump sum for PEP.
Optional form conversion factors	UP84 mortality and 7% interest.
Conversion to or from a lump sum	417(e) and November rates.
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. For 2012, the limit is \$250,000.
- Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.

Benefits Included or Excluded

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

- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* Current active employees over normal retirement age are valued using the greater of continued service accruals and late retirement actuarial increases.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

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

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.

Schedule SB, Part V — Summary of Plan Provisions

- *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

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

Significant Events That Occurred During the Year:

Effective December 31, 2012 the following pension plans merged into the Pentair, Inc. Pension Plan:

- Penberthy Pension Plan (EIN: 74-2013117 / PN: 050)
- IMI Cash Valve Inc. Union Pension Plan (EIN: 74-2013117 / PN: 070)
- IMI Cash Valve Inc. Pension Plan (EIN: 74-2013117 / PN: 069)

Sponsorship for the plans had previously changed from Tyco International to Pentair, Inc. effective September 28, 2012.

During Q4 of 2012, Pentair executed an annuity buyout program for all retirees as well as a lump sum cashout program in which approximately half of the participants separated from service and entitled to future benefits elected.

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

Funding

- The expected investment return on assets was changed from 8.0% to 7.0%.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		7	2								9
25-29		24 53,835	29 50,500								53 52,010
30-34		27 55,754	61 60,428	27 54,291							115 57,890
35-39		24 70,407	56 80,468	68 61,807	18						166
40-44		23 97,189	67 88,406	74 70,990	24 63,329	24 76,579					212 79,102
45-49		17	56 102,330	82 70,184	25 92,782	38 73,638	13				231 81,114
50-54		9	35 92,609	92 69,326	18	38 74,579	64 68,097	54 62,473	1		311 71,938
55-59		11	28 73,859	95 74,992	10	23 68,142	28 59,290	100 60,943	20 56,364		315 67,687
60-64		8	19	47 72,421	6	9	22 66,378	24 60,622	38 59,619	2	175 65,495
65-69			3	13			2		1		19
70 & up			2	4				1			7
Total	0	150 69,067	358 79,228	502	101 76,970	132	129	179	60	2	1,613 70,894

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

Schedule SB, line 26 — Schedule of Active Participant Data
PEP Balance

Attained age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		1	5								6
25-29		3	20 9,967								23 9,481
30-34		6	35 13,024	20 20,114							61 14,693
35-39		6	30 16,720	48 32,695							84 25,241
40-44		3	34 21,320	49 39,191							86 31,080
45-49		3	34 24,891	62 49,190							99 39,635
50-54		3	14	74 54,513							91 51,134
55-59		1	22 34,214	74 72,806							97 63,638
60-64		1	12	44 81,023							57 72,676
65-69				12							12
70 & up			2	3							5
Total		27 8,711	208 22,626	386 56,285							621 42,943

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average PEP balance. Average PEP balance is not shown for cells with fewer than 20 participants.