

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 2012 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>STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLA</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>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1968</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>09/01/1968</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>09/01/1968</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>STA-RITE INDUSTRIES, LLC</u> <u>C/O 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>86-1096608</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>332900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>86-1096608</u>	2c Sponsor's telephone number <u>763-545-1730</u>	2d Business code (see instructions) <u>332900</u>	
2b Employer Identification Number (EIN) <u>86-1096608</u>					
2c Sponsor's telephone number <u>763-545-1730</u>					
2d Business code (see instructions) <u>332900</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 2027
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	397
b Retired or separated participants receiving benefits.....	6b	4
c Other retired or separated participants entitled to future benefits.....	6c	285
d Subtotal. Add lines 6a , 6b , and 6c	6d	686
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	9
f Total. Add lines 6d and 6e	6f	695
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 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>1</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 STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLA	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 STA-RITE INDUSTRIES, LLC	D Employer Identification Number (EIN) 86-1096608	

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

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	0
c Premiums due but unpaid at the end of the year	6c	0
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	0

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>STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLA</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>STA-RITE INDUSTRIES, LLC</u>	D Employer Identification Number (EIN) <u>86-1096608</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>90607962</u></td></tr><tr><td>b Actuarial value</td><td>2b</td><td><u>88879047</u></td></tr></table>	a Market value	2a	<u>90607962</u>	b Actuarial value	2b	<u>88879047</u>																		
a Market value	2a	<u>90607962</u>																							
b Actuarial value	2b	<u>88879047</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>941</u></td></tr><tr><td>b For terminated vested participants.....</td><td>3b</td><td><u>673</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>1149914</u></td></tr><tr><td> (2) Vested benefits.....</td><td>3c(2)</td><td><u>23273689</u></td></tr><tr><td> (3) Total active</td><td>3c(3)</td><td><u>418</u></td></tr><tr><td>d Total</td><td>3d</td><td><u>2032</u></td></tr></table>		(1) Number of participants	(2) Funding Target	a For retired participants and beneficiaries receiving payment.....	3a	<u>941</u>	b For terminated vested participants.....	3b	<u>673</u>	c For active participants:			(1) Non-vested benefits.....	3c(1)	<u>1149914</u>	(2) Vested benefits.....	3c(2)	<u>23273689</u>	(3) Total active	3c(3)	<u>418</u>	d Total	3d	<u>2032</u>
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(2) Vested benefits.....	3c(2)	<u>23273689</u>																							
(3) Total active	3c(3)	<u>418</u>																							
d Total	3d	<u>2032</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																			
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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>7.05 %</u>																						
6	Target normal cost.....	6	<u>1914142</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 7.84%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1847
b Interest on (a) using prior year's effective interest rate of 6.30% except as otherwise provided (see instructions)		116
c Total available at beginning of current plan year to add to prefunding balance		1963
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	103.39 %
15 Adjusted funding target attainment percentage	15	103.39 %
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	90.00 %
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
12/21/2012	43000000	0			
07/13/2012	930000	0			
04/13/2012	930000	0			
Totals ►			18(b)	44860000	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	42059830
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0
		0
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	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	1914142	
b Excess assets, if applicable, but not greater than line 31a	31b	1914142	
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	0	
	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	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	42059830	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	42059830	
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		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLA	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 STA-RITE INDUSTRIES, LLC	D Employer Identification Number (EIN) 86-1096608	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

(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>STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLA</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>STA-RITE INDUSTRIES, LLC</u>	D Employer Identification Number (EIN) <u>86-1096608</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>69285321</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 STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLA	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 STA-RITE INDUSTRIES, LLC	D Employer Identification Number (EIN) 86-1096608	

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)	2090000		0
(2) Participant contributions	1b(2)			
(3) Other.....	1b(3)			
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)			
(2) U.S. Government securities.....	1c(2)			
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)			
(B) All other.....	1c(3)(B)			
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)			
(B) Common	1c(4)(B)			
(5) Partnership/joint venture interests	1c(5)			
(6) Real estate (other than employer real property)	1c(6)			
(7) Loans (other than to participants)	1c(7)			
(8) Participant loans	1c(8)			
(9) Value of interest in common/collective trusts.....	1c(9)			
(10) Value of interest in pooled separate accounts.....	1c(10)			
(11) Value of interest in master trust investment accounts	1c(11)	88717820		69285321
(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)			0
(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	90807820	69285321

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	90807820	69285321
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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)	44860000	
(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)		44860000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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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)	0	
(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)		9063148
(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		53923148

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17091444	
(2) To insurance carriers for the provision of benefits	2e(2)	58189740	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		75281184
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	164463	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		164463
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		75445647

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-21522499
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

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

(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.

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

A Name of plan <u>STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLA</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STA-RITE INDUSTRIES, LLC</u>	D Employer Identification Number (EIN) <u>86-1096608</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <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>352</u>

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

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

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

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: _____% 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):

Sta-Rite Industries Employees' Retirement Plan

Employer ID No: 41-1096608
Plan Number: 001

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

STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLAN

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NOTE: 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
Sta-Rite Industries Employees' Retirement Plan
Golden Valley, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Sta-Rite Industries Employees' Retirement 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.

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

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

Deloitte & Touche LLP

September 30, 2013

STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLAN

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

	2012	2011
ASSETS:		
Contributions receivable	\$ -	\$ 2,090,000
Plan interest in Pentair, Inc. Master Trust	<u>69,285,321</u>	<u>88,717,820</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$69,285,321</u>	<u>\$90,807,820</u>

See notes to financial statements.

STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT PLAN

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

	2012	2011
ADDITIONS:		
Employer contributions	\$ 44,860,000	\$ 3,950,000
Investment income — net investment income from Pentair, Inc. Master Trust	<u>9,063,148</u>	<u>6,179,950</u>
Total additions	<u>53,923,148</u>	<u>10,129,950</u>
DEDUCTIONS:		
Benefits paid directly to participants	17,091,444	4,948,258
Purchase of annuity contract	58,189,740	-
Administrative expenses	<u>164,463</u>	<u>105,045</u>
Total deductions	<u>75,445,647</u>	<u>5,053,303</u>
NET (DECREASE) INCREASE	(21,522,499)	5,076,647
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	<u>90,807,820</u>	<u>85,731,173</u>
NET ASSETS AVAILABLE FOR BENEFITS — End of year	<u>\$ 69,285,321</u>	<u>\$ 90,807,820</u>

See notes to financial statements.

STA-RITE INDUSTRIES EMPLOYEES' RETIREMENT 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 Sta-Rite Industries Employees' Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for information.

General — The Plan, a noncontributory defined benefit plan, covers all full-time administrative and production employees, hourly and salary, who are employed by Sta-Rite Industries, Inc. (the "Company") at the Delavan, Union City, and Grand Island locations. Through July 31, 2004, the Company was a wholly owned subsidiary of WICOR, Inc., a wholly owned subsidiary of Wisconsin Energy Corporation. Effective August 1, 2004, the Company was acquired by Pentair, Inc.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan was frozen to new participants effective January 1, 2004.

The Company is responsible for administering the Plan. Four officers of Pentair Ltd. (parent of the controlled group, which includes the Company) have been appointed to the Investment Committee of 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.

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 \$11,964,135 to certain deferred vested participants of the Plan that chose to elect an early payout.
- Made a special contribution of \$43,000,000 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).

Benefits — Normal retirement benefits are paid to members who have reached social security retirement age. In addition to normal retirement benefits, the Plan provides for certain defined early, special early, deferred and death benefits, and various payment options.

For administrative participants, the normal monthly retirement benefit is equal to the greater of the following: (a) 1.175% of the participant's average monthly compensation multiplied by the participant's years of benefit service, up to a maximum of 25 years, plus 0.5% of the participant's average monthly compensation multiplied by the participant's years of benefit service in excess of 25 years, up to a maximum of 15 years; added to that amount is 0.5% of the excess of the participant's average monthly compensation over the participant's covered compensation, as defined by the Internal Revenue Code (IRC), multiplied by the participant's years of benefit service, up to a maximum of 35 years, or (b) \$14 multiplied by the participant's years of benefit service, up to a maximum of 40 years.

For production participants, the normal retirement benefit is equal to the greater of the following: (a) 1% of the participant's average monthly compensation multiplied by the participant's years of benefit service, up to a maximum of 40 years, or (b) \$14 multiplied by the participant's years of benefit service, up to a maximum of 40 years.

Vesting — Participants have a fully vested interest in the Plan after attaining five years of credited service or upon attainment of normal retirement age (as defined in the Plan) with no vesting prior to that date.

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. 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 Plan was already closed to new participants effective January 1, 2004, and benefits will cease to accrue for all participants as of December 31, 2017.

Termination — In the event that the Plan is terminated, the Plan's assets shall be used and applied first for the benefit of retired employees and employees who have reached their normal retirement date and second for the benefit of all other employees based on their accrued retirement benefits at the date of termination of the Plan in amounts proportionate to the actuarially determined present values of their retirement benefits at the date of termination of the Plan. Any balance remaining after satisfaction of all liabilities of the Plan shall be returned to the Company.

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 Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan'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 terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority order of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC. 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.

Plan funds are invested in the Master Trust and held in custody of The Bank of New York Mellon (the “Trustee”).

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.

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, 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 — Pentair, Inc. Master Trust	\$ 69,285,321	\$ 88,717,820
Statements of changes in net assets available for benefits — net investment income from Pentair, Inc. Master Trust	9,063,148	6,179,950

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

4. MASTER TRUST

Pentair, Inc. 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 Employee 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>\$ 69,285,321</u>	<u>\$ 88,717,820</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

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>\$43,658,850</u>	<u>\$ 30,253,229</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 actuarial assumptions used in the January 1, 2012 and 2011, valuations were as follows:

Investment return	7.5% for 2012 and 8% for 2011, compounded annually for funding purposes, 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	Various
Actuarial method	Unit credit method 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	\$42,566,938	\$39,554,744
Other participants	<u>37,165,802</u>	<u>33,295,664</u>
Total vested benefits	79,732,740	72,850,408
Nonvested benefits	<u>1,102,801</u>	<u>1,057,625</u>
Total actuarial present value of accumulated plan benefits	<u>\$80,835,541</u>	<u>\$73,908,033</u>

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

Actuarial present value of accumulated plan benefits — January 1, 2010	<u>\$68,310,939</u>
Changes attributable to:	
Benefits accumulated	1,105,415
Interest due to the decrease in discount period	5,585,662
Benefits paid	(4,794,966)
Change in actuarial assumptions	<u>3,700,983</u>
Net increase	<u>5,597,094</u>
Actuarial present value of accumulated plan benefits — January 1, 2011	<u>73,908,033</u>
Changes attributable to:	
Benefits accumulated	2,036,169
Interest due to the decrease in discount period	5,698,218
Benefits paid	(4,948,258)
Change in actuarial assumptions	<u>4,141,379</u>
Net increase	<u>6,927,508</u>
Actuarial present value of accumulated plan benefits — January 1, 2012	<u>\$80,835,541</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 company 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>\$ 284,500,000</u>

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated December 22, 2010, that the Plan was designed in accordance with the 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.

* * * * *

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

Effective date and plan year	Original plan: September 1, 1968 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, 2003. Effective December 31, 2017, the Plan will be frozen with respect to new benefit accruals.
Definitions	
• Participation	All employees hired prior to January 1, 2004 enter on the first day of the plan year nearest the last day his qualifying period of employment. The qualifying period of employment is the 12 month period in which the participant works 1,000 hours beginning with the earlier of the hire date or the beginning of the plan year.
• Vesting service	Elapsed time from membership date
• Credited service	Elapsed time from membership date

Schedule SB, Part V — Summary of Plan Provisions**Production employees**

- Final average compensation Ten-year Average based on compensation earned on or after January 1, 1999 through calendar year preceding retirement.
- Accrued benefit Greater of :
 - 1) $1.0\% \times \text{Final Average Monthly Compensation}$
 - or
 - 2) $\$14 \times \text{Benefit Service}$

Benefit Service limited to 40 years.

Normal retirement

- Eligibility Attainment of age 65
- Benefit Commences the first of the month coincident with or next following the 65th birthday. The monthly amount is equal to the Accrued Benefit.

Early retirement

- Eligibility Attainment of age 55 and completion of five years of vesting service.
- Benefit For participants who retire with less than 30 years of vesting service, the Accrued Benefit is reduced by 6% for each year benefits commence prior to age 65.

For participants who retire with at least 30 years of vesting service, the Accrued Benefit is reduced by 6% for each year benefits commence prior to age 62.

Deferred vested

- Eligibility Five years of vesting service.
- Benefit Accrued benefit to commence at age 65. May commence as early as age 55 with a reduction for early commencement of 6% per year prior to age 65.

Pre-retirement death

- Eligibility Five years of continuous service and married at least one year.
- Benefit prior to early retirement If the Participant dies prior to age 55, the benefit will start at the participant's age 55 and will be reduced as if the Participant had been age 55.
- Benefit after early retirement 50% of what the employee would have received had he/she retired the day prior to death, elected immediate commencement and elected the 50% Joint and Survivor option.

Administrative employees

- Final average compensation (FAC) Average compensation for the highest five consecutive calendar years during which his compensation was highest within the ten calendar years ending with the year in which his retirement or other termination of employment occurs

Schedule SB, Part V — Summary of Plan Provisions

- Accrued benefit
 - 1) $1.175\% \times \text{FAC} \times \text{Benefit Service less than 25 years}$
 - plus
 - 2) $0.500\% \times \text{FAC} \times \text{Benefit Service in excess of 25 years, limited to 15 years}$
 - plus
 - 3) $0.500\% \times \text{FAC in excess of Covered Compensation} \times \text{Benefit Service up to 35 years}$
- Benefit can not be less than $\$14 \times \text{Benefit Service}$

Normal retirement

- Eligibility
Attainment of Normal Retirement Age (age 66 if born after 1937 and before 1955; age 67 if born after 1954).
- Benefit
Commences the first of the month coincident with or next following the attainment of Normal Retirement Age. The monthly amount is equal to the Accrued Benefit.

Early retirement

- Eligibility
Attainment of age 55 and completion of five years of continuous service.
- Benefit
For participants who retire with less than 30 years of vesting service, the Accrued Benefit is reduced by 6.667% for each of the first five years preceding normal retirement date and 3.333% for each additional year thereafter.

For participants who retire with at least 30 years of vesting service, the Accrued Benefit is reduced by 6.667% for each of the first two years prior to three years preceding normal retirement date and 3.333% for each additional year before three years preceding normal retirement date.

Deferred vested

- Eligibility
Five years of continuous service.
- Benefit
Accrued benefit to commence at age normal retirement date. May commence as early as age 55 with a reduction for early commencement of 6.667% for each of the first five years preceding normal retirement date and 3.333% for each additional year thereafter.

Pre-retirement death

- Eligibility
Five years of continuous service and married at least one year.
- Benefit prior to early retirement
If the Participant dies prior to age 55, the benefit will start at the participant's age 55 and will be reduced as if the Participant had been age 55.
- Benefit after early retirement
50% of what the employee would have received had he/she retired the day prior to death, elected immediate commencement and elected the 50% Joint & Survivor option.

Production and Administrative employees**Form of benefits**

- Automatic form for unmarried participants
Life only

Schedule SB, Part V — Summary of Plan Provisions

• Automatic form for married participants	50% Joint and Survivor annuity
• Optional forms	50%, 75% and 100% Joint and Survivor annuities; 10 year Certain and Life annuity
Optional form conversion factors	1971 Group Annuity Mortality (weighted 90% male and 10% female) and 7% interest.
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:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½.
 - *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.
 - *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.

Schedule SB, Part V — Summary of Plan Provisions

- **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

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 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

Administrative		
(A) Retirement age	(B) Number of employees expected to retire, per 1000 retirements	(C) (A) x (B)
55	20.00	1,100.00
56	19.60	1,097.60
57	19.21	1,094.86
58	18.82	1,091.78
59	18.45	1,088.39
60	54.24	3,254.11
61	50.98	3,109.85
62	47.92	2,971.18
63	90.09	5,675.91
64	99.10	5,342.61
65	561.59	36,503.03
Total	1,000.00	63,329.33
Average		63.33

Production		
(A) Retirement age	(B) Number of employees expected to retire, per 1000 retirements	(C) (A) x (B)
55	20.00	1,100.00
56	19.60	1,097.60
57	19.21	1,094.86
58	18.82	1,091.78
59	18.45	1,088.39
60	90.39	5,423.52
61	40.68	2,481.26
62	61.83	3,833.35
63	177.76	11,198.63
64	133.32	8,532.29
65	399.95	25,996.82
Total	1,000.00	62,938.51
Average		62.94

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29			4	1							5
30-34			6	16	1						23
35-39			6	23	7						36
40-44			14	18	12	14	4				62
45-49			11	17	6	7	20				61
50-54			18	15	10	19	12	17			91
55-59			9	11	13	7	4	18	20		82
60-64			3	6	1	1	8	4	15	12	50
65-69			1	1	2	1	1			2	8
70 & up											
Total			72	108	52	49	49	39	35	14	418

In each cell, the number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active 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

Stabilized rates
(MAP-21)**Nonstabilized rates**

- 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 2011; 7.00% for 2012
- Expenses \$375,000 added to current year normal cost
- Demographic assumptions
- Withdrawal See table of sample rates.
- Disability incidence None.
- Retirement age

Percentage

<u>Attained age</u>	<u>Administrative</u>	<u>Production</u>
55	2.0%	2.0%
56	2.0%	2.0%
57	2.0%	2.0%
58	2.0%	2.0%
59	2.0%	2.0%
60	6.0%	10.0%
61	6.0%	5.0%
62	6.0%	8.0%
63	12.0%	25.0%
64	15.0%	25.0%
65 and above	100.0%	100.0%

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

Benefit commencement age for			
• Future vested deferred	65		
• Current vested deferred not covered by a subsequent bullet	65		
• Administrative employees born after 1937 and before 1955	66		
• Administrative employees born after 1954	67		
<hr/>			
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
• Percentage married	75%	75%	
• Spouse age difference	2 years younger	2 years older	
<hr/>			
Form of payment	<u>Single life</u>	<u>50% J&S</u>	<u>100% J&S</u>
• Active retirements	50%	17%	33%
• Future vested deferred	50%	17%	33%
• Future deaths	100%	0%	0%
• Current vested deferred	50%	17%	33%
<hr/>			
Unpredictable contingent event assumptions	N/A		

Table of Sample Rates

Attained age	Withdrawal
25	11.60%
30	6.70
35	5.10
40	3.90
45	2.80
50	1.40
55+	0.00

Actuarial Methods for Funding**Asset Methods**

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

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***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.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

SCHEDULE SB (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.**

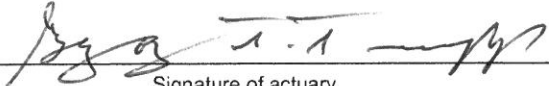
▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>Sta-Rite Industries Employees Retirement Plan</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Sta-Rite Industries, LLC</u>	D Employer Identification Number (EIN) <u>86-1096608</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	90,607,962
	b Actuarial value	2b	88,879,047
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	941
	b For terminated vested participants.....	3b	673
	c For active participants:		
	(1) Non-vested benefits	3c(1)	1,149,914
	(2) Vested benefits	3c(2)	23,273,689
	(3) Total active.....	3c(3)	418
	d Total.....	3d	2,032
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	7.05
6	Target normal cost.....	6	1,914,142

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 ☐

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>7.84</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1,847
b Interest on (a) using prior year's effective interest rate of <u>6.30</u> % except as otherwise provided (see instructions).....		116
c Total available at beginning of current plan year to add to prefunding balance		1,963
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III | Funding Percentages

14	Funding target attainment percentage	14	103.39 %
15	Adjusted funding target attainment percentage	15	103.39 %
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	90.00 %
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
12/21/2012	43,000,000	0			
07/13/2012	930,000	0			
04/13/2012	930,000	0			
			Totals ►	18(b)	44,860,000
					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	42,059,830

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?..... ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	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	1,914,142	
b Excess assets, if applicable, but not greater than line 31a	31b	1,914,142	
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	0	
	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	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	42,059,830	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	42,059,830	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

Administrative		
(A) Retirement age	(B) Number of employees expected to retire, per 1000 retirements	(C) (A) x (B)
55	20.00	1,100.00
56	19.60	1,097.60
57	19.21	1,094.86
58	18.82	1,091.78
59	18.45	1,088.39
60	54.24	3,254.11
61	50.98	3,109.85
62	47.92	2,971.18
63	90.09	5,675.91
64	99.10	5,342.61
65	561.59	36,503.03
Total	1,000.00	63,329.33
Average		63.33

Production		
(A) Retirement age	(B) Number of employees expected to retire, per 1000 retirements	(C) (A) x (B)
55	20.00	1,100.00
56	19.60	1,097.60
57	19.21	1,094.86
58	18.82	1,091.78
59	18.45	1,088.39
60	90.39	5,423.52
61	40.68	2,481.26
62	61.83	3,833.35
63	177.76	11,198.63
64	133.32	8,532.29
65	399.95	25,996.82
Total	1,000.00	62,938.51
Average		62.94

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>Nonstabilized rates</u>
	<u>(MAP-21)</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 2011; 7.00% for 2012
• Expenses	\$375,000 added to current year normal cost
• Demographic assumptions	
• Withdrawal	See table of sample rates.
• Disability incidence	None.
• Retirement age	

<u>Attained age</u>	<u>Percentage</u>	
	<u>Administrative</u>	<u>Production</u>
55	2.0%	2.0%
56	2.0%	2.0%
57	2.0%	2.0%
58	2.0%	2.0%
59	2.0%	2.0%
60	6.0%	10.0%
61	6.0%	5.0%
62	6.0%	8.0%
63	12.0%	25.0%
64	15.0%	25.0%
65 and above	100.0%	100.0%

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

Benefit commencement age for			
• Future vested deferred	65		
• Current vested deferred not covered by a subsequent bullet	65		
• Administrative employees born after 1937 and before 1955	66		
• Administrative employees born after 1954	67		
<hr/>			
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
• Percentage married	75%	75%	
• Spouse age difference	2 years younger	2 years older	
<hr/>			
Form of payment	<u>Single life</u>	<u>50% J&S</u>	<u>100% J&S</u>
• Active retirements	50%	17%	33%
• Future vested deferred	50%	17%	33%
• Future deaths	100%	0%	0%
• Current vested deferred	50%	17%	33%
<hr/>			
Unpredictable contingent event assumptions	N/A		

Table of Sample Rates

Attained age	Withdrawal
25	11.60%
30	6.70
35	5.10
40	3.90
45	2.80
50	1.40
55+	0.00

Actuarial Methods for Funding**Asset Methods**

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

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***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.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

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

Effective date and plan year	Original plan: September 1, 1968 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, 2003. Effective December 31, 2017, the Plan will be frozen with respect to new benefit accruals.
Definitions	
• Participation	All employees hired prior to January 1, 2004 enter on the first day of the plan year nearest the last day his qualifying period of employment. The qualifying period of employment is the 12 month period in which the participant works 1,000 hours beginning with the earlier of the hire date or the beginning of the plan year.
• Vesting service	Elapsed time from membership date
• Credited service	Elapsed time from membership date

Schedule SB, Part V — Summary of Plan Provisions**Production employees**

- Final average compensation Ten-year Average based on compensation earned on or after January 1, 1999 through calendar year preceding retirement.
- Accrued benefit Greater of :
 - 1) 1.0% x Final Average Monthly Compensation
 - or
 - 2) \$14 x Benefit Service

Benefit Service limited to 40 years.

Normal retirement

- Eligibility Attainment of age 65
- Benefit Commences the first of the month coincident with or next following the 65th birthday. The monthly amount is equal to the Accrued Benefit.

Early retirement

- Eligibility Attainment of age 55 and completion of five years of vesting service.
- Benefit For participants who retire with less than 30 years of vesting service, the Accrued Benefit is reduced by 6% for each year benefits commence prior to age 65.

For participants who retire with at least 30 years of vesting service, the Accrued Benefit is reduced by 6% for each year benefits commence prior to age 62.

Deferred vested

- Eligibility Five years of vesting service.
- Benefit Accrued benefit to commence at age 65. May commence as early as age 55 with a reduction for early commencement of 6% per year prior to age 65.

Pre-retirement death

- Eligibility Five years of continuous service and married at least one year.
- Benefit prior to early retirement If the Participant dies prior to age 55, the benefit will start at the participant's age 55 and will be reduced as if the Participant had been age 55.
- Benefit after early retirement 50% of what the employee would have received had he/she retired the day prior to death, elected immediate commencement and elected the 50% Joint and Survivor option.

Administrative employees

- Final average compensation (FAC) Average compensation for the highest five consecutive calendar years during which his compensation was highest within the ten calendar years ending with the year in which his retirement or other termination of employment occurs

Schedule SB, Part V — Summary of Plan Provisions

- Accrued benefit
 - 1) $1.175\% \times \text{FAC} \times \text{Benefit Service less than 25 years}$
plus
 - 2) $0.500\% \times \text{FAC} \times \text{Benefit Service in excess of 25 years, limited to 15 years}$
plus
 - 3) $0.500\% \times \text{FAC in excess of Covered Compensation} \times \text{Benefit Service up to 35 years}$
Benefit can not be less than $\$14 \times \text{Benefit Service}$

Normal retirement

- Eligibility Attainment of Normal Retirement Age (age 66 if born after 1937 and before 1955; age 67 if born after 1954).
- Benefit Commences the first of the month coincident with or next following the attainment of Normal Retirement Age. The monthly amount is equal to the Accrued Benefit.

Early retirement

- Eligibility Attainment of age 55 and completion of five years of continuous service.
- Benefit

For participants who retire with less than 30 years of vesting service, the Accrued Benefit is reduced by 6.667% for each of the first five years preceding normal retirement date and 3.333% for each additional year thereafter.

For participants who retire with at least 30 years of vesting service, the Accrued Benefit is reduced by 6.667% for each of the first two years prior to three years preceding normal retirement date and 3.333% for each additional year before three years preceding normal retirement date.

Deferred vested

- Eligibility Five years of continuous service.
- Benefit Accrued benefit to commence at age normal retirement date. May commence as early as age 55 with a reduction for early commencement of 6.667% for each of the first five years preceding normal retirement date and 3.333% for each additional year thereafter.

Pre-retirement death

- Eligibility Five years of continuous service and married at least one year.
- Benefit prior to early retirement If the Participant dies prior to age 55, the benefit will start at the participant's age 55 and will be reduced as if the Participant had been age 55.
- Benefit after early retirement 50% of what the employee would have received had he/she retired the day prior to death, elected immediate commencement and elected the 50% Joint & Survivor option.

Production and Administrative employees**Form of benefits**

- Automatic form for unmarried participants Life only

Schedule SB, Part V — Summary of Plan Provisions

• Automatic form for married participants	50% Joint and Survivor annuity
• Optional forms	50%, 75% and 100% Joint and Survivor annuities; 10 year Certain and Life annuity
Optional form conversion factors	1971 Group Annuity Mortality (weighted 90% male and 10% female) and 7% interest.
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:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½.
 - *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.
 - *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.

Schedule SB, Part V — Summary of Plan Provisions

- **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

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	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29			4	1							5
30-34			6	16	1						23
35-39			6	23	7						36
40-44			14	18	12	14	4				62
45-49			11	17	6	7	20				61
50-54			18	15	10	19	12	17			91
55-59			9	11	13	7	4	18	20		82
60-64			3	6	1	1	8	4	15	12	50
65-69			1	1	2	1	1			2	8
70 & up											
Total			72	108	52	49	49	39	35	14	418

In each cell, the number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants.