

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/16/2013</u> and ending <u>12/31/2013</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>EAGLE US 2 LLC EMPLOYEE SAVINGS PLAN FOR CERTAIN BARGAINING EMPLOYEES</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/16/2013</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>01/16/2013</u>			
1b Three-digit plan number (PN) ▶	<u>004</u>						
1c Effective date of plan <u>01/16/2013</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AXIALL CORPORATION</u> <u>1000 ABERNATHY ROAD, NE</u> <u>SUITE 1200</u> <u>ATLANTA, GA 30328</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>46-1269681</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>770-395-4567</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>325100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>46-1269681</u>		2c Sponsor's telephone number <u>770-395-4567</u>		2d Business code (see instructions) <u>325100</u>	
2b Employer Identification Number (EIN) <u>46-1269681</u>							
2c Sponsor's telephone number <u>770-395-4567</u>							
2d Business code (see instructions) <u>325100</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	08/01/2014 Date	MICHAEL L SMITH Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	08/01/2014 Date	MICHAEL L SMITH 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 <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 1038
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 1038	
b Retired or separated participants receiving benefits	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 13	
d Subtotal. Add lines 6a , 6b , and 6c	6d 1051	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 0	
f Total. Add lines 6d and 6e	6f 1051	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 930	
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: 2E 2F 2G 2J 2K 3H 2T		

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/16/2013 and ending 12/31/2013

A Name of plan <u>EAGLE US 2 LLC EMPLOYEE SAVINGS PLAN FOR CERTAIN BARGAINING EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AXIAL CORPORATION</u>	D Employer Identification Number (EIN) <u>46-1269681</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 59 60 62 63 71 72	RECORDKEEPER	1925	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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:

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
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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
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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
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plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/16/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>EAGLE US 2 LLC EMPLOYEE SAVINGS PLAN FOR CERTAIN BARGAINING EMPLOYEES</u>		B Three-digit plan number (PN) ► <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AXIAL CORPORATION</u>		D Employer Identification Number (EIN) <u>46-1269681</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	34876
(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)	0	26
(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)	0	2189460
(9) Value of interest in common/collective trusts	1c(9)	0	4992643
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	25289009
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	985790
(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	0	33491804

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	0	33491804
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2226529	
(B) Participants	2a(1)(B)	3625792	
(C) Others (including rollovers)	2a(1)(C)	25133975	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		30986296
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)	78346	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		78346
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3080	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	726504	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		729584
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1058635	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1054716	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		3919
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	90690	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		90690

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		123069
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2839487
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		34851391

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1188756	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1188756
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)	9782	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		9782
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1198538

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		33652853
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		161049

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: BABUSH NIEMAN KORNMAN & JOHNSON LLP

(2) EIN: 58-0942047

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	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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)
EAGLE US 2 LLC EMPLOYEE SAVINGS PLAN FOR SALARIED EMPLOYEES	46-1269681	003

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2013 or fiscal plan year beginning 01/16/2013 and ending 12/31/2013

<div>A Name of plan EAGLE US 2 LLC EMPLOYEE SAVINGS PLAN FOR CERTAIN BARGAINING EMPLOYEES</div>	<div>B Three-digit plan number (PN) ▶</div> <div>004</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 AXIAL CORPORATION</div>	<div>D Employer Identification Number (EIN) 46-1269681</div>

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

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 94-1687665		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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
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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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining
Employees**

Financial Statements as of December 31, 2013
and for the Period January 28, 2013 (date of inception) to December 31, 2013

EAGLE US 2 LLC

EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES

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NOTE: All other supplemental schedules required by 29 CFR 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 AUDITOR'S REPORT

To the Participants in and Plan Administrator of
Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining Employees

Report on the Financial Statements

We have audited the accompanying financial statements of the Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining Employees (the Plan) which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the period January 28, 2013 (date of inception) to December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013, and the changes in net assets available for benefits for the period January 28, 2013 to December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Babush, Neiman, Kornman & Johnson LLP

Atlanta, Georgia
June 24, 2014

EAGLE US 2 LLC
EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2013

	<u>2013</u>
ASSETS	
Cash	\$ 26
Total investments-at fair value:	31,267,442
Receivables:	
Company contributions receivables, net	34,876
Notes receivable from participants	2,189,460
Total receivables	<u>2,224,336</u>
Net assets available for benefits at fair value	33,491,804
Adjustment from fair value to contract value for fully benefit-responsive stable value trust fund (Note 2)	<u>(61,303)</u>
Net assets available for benefits	<u><u>\$ 33,430,501</u></u>

See accompanying notes to financial statements.

EAGLE US 2 LLC

EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE PERIOD JANUARY 28, 2013 (DATE OF INCEPTION) TO DECEMBER 31, 2013

ADDITIONS TO NET ASSETS:	
Interest and dividends	\$ 791,349
Contributions:	
Participants	3,625,792
Company	2,226,529
Rollovers	25,133,975
Total contributions	30,986,296
Net appreciation in the fair value of investments	2,934,097
Interest on participant loans	78,346
Total additions	34,790,088
DEDUCTIONS FROM NET ASSETS:	
Distributions and withdrawals for participants	(1,188,756)
Transaction fees	(9,782)
Transfers to affiliated plan	(161,049)
Total deductions	(1,359,587)
NET INCREASE IN NET ASSETS	33,430,501
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of period	—
End of period	<u>\$ 33,430,501</u>

See accompanying notes to financial statements.

EAGLE US 2 LLC
EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2013
AND FOR THE PERIOD JANUARY 28, 2013 (DATE OF INCEPTION) TO DECEMBER 31, 2013

1. PLAN DESCRIPTION

The following description of the *Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining Employees* (the “Plan”) provides only general information pertaining to the Plan. Participants should refer to the official Plan document for complete information.

General — On January 28, 2013, Axiall Corporation (the “Company”) acquired substantially all of the assets and liabilities of PPG Industries, Inc.’s (“PPG”) business relating to the production of chlorine, caustic soda, and related chemicals (the “Merged Business”) through a merger between a subsidiary of PPG and a subsidiary of the Company (the “Merger”). In conjunction with the completion of the Merger, effective as of January 28, 2013, the *Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining Employees* was created to provide defined contribution benefits to certain union employees of the Merged Business covered by collective bargaining agreements. The Merger did not affect any other aspects of the Plan during the year ended December 31, 2013.

The Plan is a defined contribution plan of which Bank of America, N.A. (the “Trustee”) serves as the trustee. The Plan covers all collective bargaining employees of the Merged Business, excluding casual employees, co-operative education students, contract workers, consultants, and independent contractors. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

There are portions of participant accounts that are invested in the Company’s common stock fund. Those Company stock accounts consist of two portions, one of which is attributable to the profit sharing component of the Plan and the other of which is attributable to the employee stock ownership plan (“ESOP”) component of the Plan. The ESOP component of the Plan was designed to qualify as a stock bonus plan for federal income tax purposes.

Employee Contributions — Participants may elect to contribute in 1 percent increments, on a before-tax basis, an after-tax basis, and on a Roth 401(k) after-tax contribution basis, through periodic payroll contributions, up to 50 percent of their eligible compensation, as defined in the Plan, and subject to Internal Revenue Code (“IRC”) limitations. Participants who were first hired after the effective date of the Plan and who were not employees of PPG on the day preceding the effective date of the Plan, and who do not file an elective deferral or savings election or file an election not to defer or save any amount from their eligible compensation prior to their default election dates, as defined in the Plan, were automatically enrolled in the Plan, per the administrative procedures established by the Plan administrator, and were deemed to have elected to defer 4 percent of their eligible compensation. The default contributions have been invested in the Plan’s default fund. Unless a participant elected otherwise, the before-tax contribution rate was automatically increased on the participant’s anniversary date by 2 percent each year thereafter, up to a maximum of 10 percent of the participant’s eligible compensation. Participants could elect to change their contribution percentage on a monthly basis, as of the first day of any month. Participants who would attain the age of 50 years before the end of the Plan year were eligible to make catch-up contributions in accordance with the Economic Growth and Tax Relief Reconciliation Act of 2001. However, catch-up contributions have not been eligible for the employer matching contribution.

Employer Matching Contributions — The Company contributes monthly matching contributions on behalf of eligible participants. The Company matching contribution is an amount equal to a discretionary percentage, to be determined by the Employer, and applied to each participant's monthly contribution up to a maximum of 6% of the participant's eligible compensation. For 2013, the Company matching contribution is an amount equal to 75% of the employee contribution equal to the first 6% of the eligible participant's compensation contributed. The investment of all contributions are participant-directed. Participants may change their investment elections at any time. Matching contributions are fully vested and nonforfeitable and shall be subject to the withdrawal restrictions.

Other Employer Contributions — Certain eligible employees of the Merged Business who are covered by collective bargaining agreements at the Company's Natrium and Lake Charles plants and who are not eligible to actively participate in the Eagle US 2 LLC Retirement Pension Plan, and not designated as utility crew, are eligible to participate in the "Defined Contribution Retirement Program" feature of the Plan. The Company contributes 2 percent to 5 percent of the participant's eligible compensation, as defined in the Plan, depending on the participant's age and years of service. The Employer's contributions are limited in accordance with Internal Revenue Service ("IRS") regulations.

An eligible participant, who separates from service with the Company and its affiliated companies by reason of retirement, death or disability or who completes at least three years of Vesting Service is deemed fully vested in the contribution related to the Defined Contribution Retirement Program. Vesting Service is the sum of the number of years of "Vesting Service" under the PPG Defined Contribution Retirement Plan for Employees Covered by Collective Bargaining Agreements and the PPG Defined Contribution Retirement Plan for Employees Covered by the Collective Bargaining Agreement between PPG and the International Association of Machinists and Aerospace Workers, Local Lodge 470 of District 161, as of the effective date of the Plan plus the period of the participant's employment with the Company and any affiliated companies after the effective date. If the participant's employment with the Company and its affiliated companies terminates and the employee is rehired within one year, the Vesting Service that was completed before the participant's employment terminated will be restored immediately. If the employee is rehired more than one year after employment terminates, the prior Vesting Service will be restored only after the employee has completed at least twelve months of benefit service, as defined in the Plan, following the rehire date.

Investment Funds — Assets held in the Plan as of December 31, 2013 are invested by the Trustee in any of the following investment fund options, offered by the Plan, as directed by participants and/or Plan management:

- a. Vanguard Wellington Fund — Admiral Shares
- b. Harbor Capital Appreciation Fund — Class I
- c. Invesco Stable Value Trust Fund
- d. Dodge & Cox Stock Fund
- e. American Funds Europacific Growth Fund — Class A
- f. Axiall Employer Stock Fund
- g. Vanguard Institutional Fund Index — Institutional Shares
- h. William Blair Small Capital Value Fund — Class I
- i. Pimco Total Return Fund — Class I
- j. Conestoga Small Capital Growth Fund
- k. T Rowe Price Retirement Income Fund

I. T Rowe Price Retirement 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050, and 2055 Funds — Retail Class

Benefits/Distributions — Upon termination of service due to death, disability, retirement, or separation from service, a participant or designated beneficiary may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. The participant may also elect to roll over his or her account into an Individual Retirement Account ("IRA") or another company's retirement plan, or leave it in the Plan as long as the value of the account exceeds \$5,000. If the participant's balance is \$5,000 or less, the Company has the authority to distribute the balance to the participant in a single lump-sum payment. A participant may make withdrawals from his or her elective contribution account balance after reaching age 59½ and is required to begin receiving distributions at age 70½ if the participant has terminated employment by that time.

The Plan also allows participants to withdraw funds from the Plan in the event of financial hardship, as defined by IRS regulations. Such hardships include, purchasing a primary residence, paying post-high-school tuition costs for the participant or dependents, burial or funeral expenses for a participant's parents, spouse, children or dependents, paying certain medical expenses, preventing eviction from, or foreclosure of the mortgage, on a participant's primary residence, or paying expenses for the repair of casualty-type damages to the participant's principal residence.

Participant Loans — Participants may borrow a minimum of \$1,000 and up to a maximum amount equal to the lesser of \$50,000 (minus the highest outstanding balance of loans from the Plan to the participant during the one-year period ending on the day before the date when the loan was made) or 50 percent of his/her vested account balance. Loans are secured by the participant's account balance and interest accrues at a fixed rate over the life of the loan. Interest rates are based on the prime interest rate plus 1 percent at the time the loan is approved, and ranged from 4.25 percent to 9.25 percent at December 31, 2013. Repayments of the loans are made in substantially equal amounts amortized over the life of the loan. Participants may have no more than two loans outstanding at any time. The loans are required to be repaid within five years, unless used to purchase a primary residence, in which case the term could be longer.

Participant Accounts — Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, allocations of Company contributions, and investment income, and charged with withdrawals and an allocation of investment losses and investment manager expenses. Allocations of investment income (loss) and investment manager expenses are based on participant account balances, as provided in the Plan document. The benefits to which participants are entitled are the benefits that could be provided from the participant's vested account balance.

Administrative Expenses — Administrative expenses, including Trustee fees, are borne by the Company. Transaction fees for investment trades are borne by the Plan.

Plan Termination — Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated, participants become 100 percent vested in all Company contributions regardless of length of service. In addition, any unallocated plan funds will be allocated to the appropriate accounts of Plan participants and beneficiaries.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and are presented on the accrual basis of accounting.

Use of Estimates and Risks and Uncertainties — The preparation of the financial statements in conformity with GAAP requires the Plan administrator to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates. The Plan utilizes various investment instruments including a stable value fund, common stock, and mutual funds. Investment securities, in general, are exposed to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is possible that changes in values of investment securities will occur and that such changes could materially affect the amount reported in the financial statements.

Notes Receivable from Participants— Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013. If a participant ceases to make loan repayments and the participant loan is deemed to be a distribution, under applicable IRS guidelines, a benefit payment is recorded and reported for tax purposes.

Valuation of Investments — Investments in mutual funds and common stock are stated at fair value based on quoted market price. Investments in the stable value fund are stated at fair value as determined by the issuer of the stable value fund based on the fair value of the underlying investments. The stable value fund has underlying investments in investment contracts, which are valued at the fair value of the underlying investments and then adjusted by the issuer to contract value. The Invesco Stable Value Trust Fund is a stable value fund that is a commingled pool of the Institutional Retirement Trust. The fund invests primarily in investment contracts, such as traditional guaranteed investment contracts and synthetic guaranteed investment contracts (also known as wrap contracts). Participants may ordinarily withdraw or transfer all or a portion of their investments at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

The statement of net assets available for benefits as of December 31, 2013 presents The Invesco Stable Value Trust Fund holding these investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit-responsive investment contracts from fair value to contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions made to the fund plus earnings less participant withdrawals.

Investment Transactions — Purchases and sales of investments are recorded on their trade dates.

Income Recognition — Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Payment of Benefits — Benefits are recorded when paid.

3. INVESTMENTS

The following investments represent 5 percent or more of the Plan's net assets available for benefits as of December 31, 2013:

	2013	
	Shares/Units	Fair Value
Invesco Stable Value Trust Fund	4,931,340	\$ 4,992,643
William Blair Small Capital Value Fund	96,188	1,731,377
Dodge & Cox Stock Fund	18,035	3,045,556
T Rowe Price Retirement Funds:		
Retirement 2020	132,250	2,696,581
Retirement 2030	103,659	2,342,698
Retirement 2025	187,123	2,877,950
Retirement 2035	106,374	1,731,766

The following table summarizes the net appreciation in the fair value of investments for the period January 28, 2013 (date of inception) to December 31, 2013:

Axiall Corporation common stock fund and	
Axiall employer stock fund	\$ 94,609
Mutual funds	2,839,488
Net appreciation in fair value of investments	<u>\$ 2,934,097</u>

4. FEDERAL INCOME TAX STATUS

The Plan is in the process of applying for, but has not received, a determination letter from the IRS stating that the Plan is qualified under Section 401(a) of the IRC. However, the Plan administrator believes that the Plan has been designed to comply with and is operating in accordance with the applicable requirements of the IRC and therefore believes the Plan is qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

At December 31, 2013, the Plan held 20,780 shares of Axiall Corporation common stock in the Company's Employer Stock Fund. At December 31, 2013, the cost basis of this investment was \$896,776. The Company declared dividends of \$0.48 per common share during the year ended December 31, 2013.

6. FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC Topic 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs to valuation techniques used to measure fair value. These levels, in order of highest to lowest priority are described below:

Level 1—Quoted prices (unadjusted) in active markets for identical assets or liabilities at the measurement date.

Level 2—Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3—Prices that are unobservable for the asset or liability and are developed based on the best information available in the circumstances, which might include the Company's own data.

The Plan classifies its investments based on the lowest level of input that is significant to the fair value measurement. The following tables set forth by level within the fair value hierarchy, a summary of the Plan's investments measured at fair value at December 31, 2013:

Asset Classes	Fair Value Measurements at December 31, 2013 Using:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common Stock	\$ 985,790	\$ —	\$ —	\$ 985,790
Stable Value Trust Fund (a)	—	4,992,643	—	4,992,643
Mutual Funds:			—	—
U.S. Securities Funds	6,543,488	—	—	6,543,488
Small Capital Funds	3,016,111	—	—	3,016,111
International Funds	1,531,994	—	—	1,531,994
Index Funds	1,348,030	—	—	1,348,030
Target Retirement Date Funds	12,849,386	—	—	12,849,386
	<u>\$ 26,274,799</u>	<u>\$ 4,992,643</u>	<u>\$ —</u>	<u>\$ 31,267,442</u>

(a) The Stable Value Trust Fund is a collective trust fund that seeks to preserve principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers. There are no restrictions on participant redemptions.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2013.

	2013
Net assets available for benefits per the financial statements	\$ 33,430,501
Current year adjustment from contract value to fair value for fully benefit-responsive stable value trust fund	61,303
Net assets available for benefits per the Form 5500, inclusive of transfers	<u>\$ 33,491,804</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to total gain per the Form 5500 for the period ended December 31, 2013.

	2013
Net increase in net assets available for benefits per the financial statements	\$ 33,430,501
Current year adjustment from contract value to fair value for fully benefit-responsive stable value trust fund	61,303
Net gain per the Form 5500	<u>\$ 33,491,804</u>

8. SUBSEQUENT EVENTS

The Company has evaluated the financial statements for subsequent events through June 24, 2014, which is the date the financial statements were issued. Effective as of January 1, 2014, the employer contributions to the Defined Contribution Retirement Program will be determined, and made, on a yearly basis. Effective as of February 1, 2014, the following material modifications of the Plan will take effect for the participants at the Company's Natrium facility: the automatic enrollment feature will be eliminated, after-tax regular or traditional contributions will not be permitted, and the maximum employee contribution will increase from 50 to 100 percent of eligible compensation, and the employer matching contribution will increase to 100% of the employee contribution equal to the first 3% of actual total pay, which includes overtime, 50 percent of the next 2% of actual total pay, and a maximum of up to 4% of actual total pay.

SUPPLEMENTAL SCHEDULE

(See Independent Auditor’s Report)

AXIALL CORPORATION
EAGLE US 2 LLC EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES
FORM 5500, SCHEDULE H, PART IV, LINE 4i—
PLAN SPONSOR EIN: 46-1269681, PLAN NUMBER—004
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
		Collective trust:		
	Invesco National Trust Company	Collective trust—INVESCO Stable Value Trust Fund, 4,931,340 units	**	\$ 4,992,643
		Mutual funds:		
	American Funds	American Funds Europacific Growth Fund, 31,797 shares	**	1,531,994
	Dodge & Cox Fund	Dodge & Cox Stock Fund, 18,035 shares	**	3,045,556
	The Vanguard Group	Vanguard Institutional Fund Index — Institutional Shares, 7,963 shares	**	1,348,030
		Vanguard Wellington Fund — Admiral Shares, 25,135 shares	**	1,647,121
	Harbor Funds	Harbor Capital Appreciation Fund-Institutional Class, 17,997 shares	**	1,020,271
	William Blair Fund	William Blair Small Capital Fund, 96,188 shares	**	1,731,377
	Conestoga Funds	Conestoga Small Capital Growth Fund, 35,054 shares	**	1,284,734
	Pimco Funds	Pimco Total Return Fund, 77,693 shares	**	830,541
	T Rowe Price Retirement Funds	T Rowe Price Retirement Income, 11,758 shares	**	173,789
		T Rowe Price Retirement 2005, 186 shares	**	2,403
		T Rowe Price Retirement 2010, 385 shares	**	6,869
		T Rowe Price Retirement 2015, 14,152 shares	**	202,660
		T Rowe Price Retirement 2020, 132,250 shares	**	2,696,581
		T Rowe Price Retirement 2025, 187,123 shares	**	2,877,950
		T Rowe Price Retirement 2030, 103,659 shares	**	2,342,698
		T Rowe Price Retirement 2035, 106,374 shares	**	1,731,766
		T Rowe Price Retirement 2040, 59,367 shares	**	1,389,776
		T Rowe Price Retirement 2045, 30,603 shares	**	477,710
		T Rowe Price Retirement 2055, 43,560 shares	**	563,236
		T Rowe Price Retirement 2050, 29,399 shares	**	383,949
*	Various Plan Participants	Participant loans (with interest rates ranging from 4.25% to 9.25% and maturities through 12/01/34)	—	2,189,460
*	Axiall Corporation	Common stock:		
		Axiall Corporation Employer Stock Fund, 20,780 shares	**	985,790
		Total		<u>\$ 33,456,902</u>

* Represents a party-in-interest.

** Cost information is excluded, as investments are participant-directed.

**Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining
Employees**

Financial Statements as of December 31, 2013
and for the Period January 28, 2013 (date of inception) to December 31, 2013

EAGLE US 2 LLC

EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES

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NOTE: All other supplemental schedules required by 29 CFR 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 AUDITOR'S REPORT

To the Participants in and Plan Administrator of
Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining Employees

Report on the Financial Statements

We have audited the accompanying financial statements of the Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining Employees (the Plan) which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the period January 28, 2013 (date of inception) to December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013, and the changes in net assets available for benefits for the period January 28, 2013 to December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Babush, Neiman, Kornman & Johnson LLP

Atlanta, Georgia
June 24, 2014

EAGLE US 2 LLC
EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2013

	<u>2013</u>
ASSETS	
Cash	\$ 26
Total investments-at fair value:	31,267,442
Receivables:	
Company contributions receivables, net	34,876
Notes receivable from participants	2,189,460
Total receivables	<u>2,224,336</u>
Net assets available for benefits at fair value	33,491,804
Adjustment from fair value to contract value for fully benefit-responsive stable value trust fund (Note 2)	<u>(61,303)</u>
Net assets available for benefits	<u><u>\$ 33,430,501</u></u>

See accompanying notes to financial statements.

EAGLE US 2 LLC

EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE PERIOD JANUARY 28, 2013 (DATE OF INCEPTION) TO DECEMBER 31, 2013

ADDITIONS TO NET ASSETS:	
Interest and dividends	\$ 791,349
Contributions:	
Participants	3,625,792
Company	2,226,529
Rollovers	25,133,975
Total contributions	30,986,296
Net appreciation in the fair value of investments	2,934,097
Interest on participant loans	78,346
Total additions	34,790,088
DEDUCTIONS FROM NET ASSETS:	
Distributions and withdrawals for participants	(1,188,756)
Transaction fees	(9,782)
Transfers to affiliated plan	(161,049)
Total deductions	(1,359,587)
NET INCREASE IN NET ASSETS	33,430,501
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of period	—
End of period	<u>\$ 33,430,501</u>

See accompanying notes to financial statements.

EAGLE US 2 LLC
EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2013
AND FOR THE PERIOD JANUARY 28, 2013 (DATE OF INCEPTION) TO DECEMBER 31, 2013

1. PLAN DESCRIPTION

The following description of the *Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining Employees* (the “Plan”) provides only general information pertaining to the Plan. Participants should refer to the official Plan document for complete information.

General — On January 28, 2013, Axial Corporation (the “Company”) acquired substantially all of the assets and liabilities of PPG Industries, Inc.’s (“PPG”) business relating to the production of chlorine, caustic soda, and related chemicals (the “Merged Business”) through a merger between a subsidiary of PPG and a subsidiary of the Company (the “Merger”). In conjunction with the completion of the Merger, effective as of January 28, 2013, the *Eagle US 2 LLC Employee Savings Plan for Certain Collective Bargaining Employees* was created to provide defined contribution benefits to certain union employees of the Merged Business covered by collective bargaining agreements. The Merger did not affect any other aspects of the Plan during the year ended December 31, 2013.

The Plan is a defined contribution plan of which Bank of America, N.A. (the “Trustee”) serves as the trustee. The Plan covers all collective bargaining employees of the Merged Business, excluding casual employees, co-operative education students, contract workers, consultants, and independent contractors. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

There are portions of participant accounts that are invested in the Company’s common stock fund. Those Company stock accounts consist of two portions, one of which is attributable to the profit sharing component of the Plan and the other of which is attributable to the employee stock ownership plan (“ESOP”) component of the Plan. The ESOP component of the Plan was designed to qualify as a stock bonus plan for federal income tax purposes.

Employee Contributions — Participants may elect to contribute in 1 percent increments, on a before-tax basis, an after-tax basis, and on a Roth 401(k) after-tax contribution basis, through periodic payroll contributions, up to 50 percent of their eligible compensation, as defined in the Plan, and subject to Internal Revenue Code (“IRC”) limitations. Participants who were first hired after the effective date of the Plan and who were not employees of PPG on the day preceding the effective date of the Plan, and who do not file an elective deferral or savings election or file an election not to defer or save any amount from their eligible compensation prior to their default election dates, as defined in the Plan, were automatically enrolled in the Plan, per the administrative procedures established by the Plan administrator, and were deemed to have elected to defer 4 percent of their eligible compensation. The default contributions have been invested in the Plan’s default fund. Unless a participant elected otherwise, the before-tax contribution rate was automatically increased on the participant’s anniversary date by 2 percent each year thereafter, up to a maximum of 10 percent of the participant’s eligible compensation. Participants could elect to change their contribution percentage on a monthly basis, as of the first day of any month. Participants who would attain the age of 50 years before the end of the Plan year were eligible to make catch-up contributions in accordance with the Economic Growth and Tax Relief Reconciliation Act of 2001. However, catch-up contributions have not been eligible for the employer matching contribution.

Employer Matching Contributions — The Company contributes monthly matching contributions on behalf of eligible participants. The Company matching contribution is an amount equal to a discretionary percentage, to be determined by the Employer, and applied to each participant's monthly contribution up to a maximum of 6% of the participant's eligible compensation. For 2013, the Company matching contribution is an amount equal to 75% of the employee contribution equal to the first 6% of the eligible participant's compensation contributed. The investment of all contributions are participant-directed. Participants may change their investment elections at any time. Matching contributions are fully vested and nonforfeitable and shall be subject to the withdrawal restrictions.

Other Employer Contributions — Certain eligible employees of the Merged Business who are covered by collective bargaining agreements at the Company's Natrium and Lake Charles plants and who are not eligible to actively participate in the Eagle US 2 LLC Retirement Pension Plan, and not designated as utility crew, are eligible to participate in the "Defined Contribution Retirement Program" feature of the Plan. The Company contributes 2 percent to 5 percent of the participant's eligible compensation, as defined in the Plan, depending on the participant's age and years of service. The Employer's contributions are limited in accordance with Internal Revenue Service ("IRS") regulations.

An eligible participant, who separates from service with the Company and its affiliated companies by reason of retirement, death or disability or who completes at least three years of Vesting Service is deemed fully vested in the contribution related to the Defined Contribution Retirement Program. Vesting Service is the sum of the number of years of "Vesting Service" under the PPG Defined Contribution Retirement Plan for Employees Covered by Collective Bargaining Agreements and the PPG Defined Contribution Retirement Plan for Employees Covered by the Collective Bargaining Agreement between PPG and the International Association of Machinists and Aerospace Workers, Local Lodge 470 of District 161, as of the effective date of the Plan plus the period of the participant's employment with the Company and any affiliated companies after the effective date. If the participant's employment with the Company and its affiliated companies terminates and the employee is rehired within one year, the Vesting Service that was completed before the participant's employment terminated will be restored immediately. If the employee is rehired more than one year after employment terminates, the prior Vesting Service will be restored only after the employee has completed at least twelve months of benefit service, as defined in the Plan, following the rehire date.

Investment Funds — Assets held in the Plan as of December 31, 2013 are invested by the Trustee in any of the following investment fund options, offered by the Plan, as directed by participants and/or Plan management:

- a. Vanguard Wellington Fund — Admiral Shares
- b. Harbor Capital Appreciation Fund — Class I
- c. Invesco Stable Value Trust Fund
- d. Dodge & Cox Stock Fund
- e. American Funds Europacific Growth Fund — Class A
- f. Axiall Employer Stock Fund
- g. Vanguard Institutional Fund Index — Institutional Shares
- h. William Blair Small Capital Value Fund — Class I
- i. Pimco Total Return Fund — Class I
- j. Conestoga Small Capital Growth Fund
- k. T Rowe Price Retirement Income Fund

I. T Rowe Price Retirement 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050, and 2055 Funds — Retail Class

Benefits/Distributions — Upon termination of service due to death, disability, retirement, or separation from service, a participant or designated beneficiary may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. The participant may also elect to roll over his or her account into an Individual Retirement Account ("IRA") or another company's retirement plan, or leave it in the Plan as long as the value of the account exceeds \$5,000. If the participant's balance is \$5,000 or less, the Company has the authority to distribute the balance to the participant in a single lump-sum payment. A participant may make withdrawals from his or her elective contribution account balance after reaching age 59½ and is required to begin receiving distributions at age 70½ if the participant has terminated employment by that time.

The Plan also allows participants to withdraw funds from the Plan in the event of financial hardship, as defined by IRS regulations. Such hardships include, purchasing a primary residence, paying post-high-school tuition costs for the participant or dependents, burial or funeral expenses for a participant's parents, spouse, children or dependents, paying certain medical expenses, preventing eviction from, or foreclosure of the mortgage, on a participant's primary residence, or paying expenses for the repair of casualty-type damages to the participant's principal residence.

Participant Loans — Participants may borrow a minimum of \$1,000 and up to a maximum amount equal to the lesser of \$50,000 (minus the highest outstanding balance of loans from the Plan to the participant during the one-year period ending on the day before the date when the loan was made) or 50 percent of his/her vested account balance. Loans are secured by the participant's account balance and interest accrues at a fixed rate over the life of the loan. Interest rates are based on the prime interest rate plus 1 percent at the time the loan is approved, and ranged from 4.25 percent to 9.25 percent at December 31, 2013. Repayments of the loans are made in substantially equal amounts amortized over the life of the loan. Participants may have no more than two loans outstanding at any time. The loans are required to be repaid within five years, unless used to purchase a primary residence, in which case the term could be longer.

Participant Accounts — Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, allocations of Company contributions, and investment income, and charged with withdrawals and an allocation of investment losses and investment manager expenses. Allocations of investment income (loss) and investment manager expenses are based on participant account balances, as provided in the Plan document. The benefits to which participants are entitled are the benefits that could be provided from the participant's vested account balance.

Administrative Expenses — Administrative expenses, including Trustee fees, are borne by the Company. Transaction fees for investment trades are borne by the Plan.

Plan Termination — Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated, participants become 100 percent vested in all Company contributions regardless of length of service. In addition, any unallocated plan funds will be allocated to the appropriate accounts of Plan participants and beneficiaries.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and are presented on the accrual basis of accounting.

Use of Estimates and Risks and Uncertainties — The preparation of the financial statements in conformity with GAAP requires the Plan administrator to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates. The Plan utilizes various investment instruments including a stable value fund, common stock, and mutual funds. Investment securities, in general, are exposed to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is possible that changes in values of investment securities will occur and that such changes could materially affect the amount reported in the financial statements.

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Valuation of Investments — Investments in mutual funds and common stock are stated at fair value based on quoted market price. Investments in the stable value fund are stated at fair value as determined by the issuer of the stable value fund based on the fair value of the underlying investments. The stable value fund has underlying investments in investment contracts, which are valued at the fair value of the underlying investments and then adjusted by the issuer to contract value. The Invesco Stable Value Trust Fund is a stable value fund that is a commingled pool of the Institutional Retirement Trust. The fund invests primarily in investment contracts, such as traditional guaranteed investment contracts and synthetic guaranteed investment contracts (also known as wrap contracts). Participants may ordinarily withdraw or transfer all or a portion of their investments at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

The statement of net assets available for benefits as of December 31, 2013 presents The Invesco Stable Value Trust Fund holding these investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit-responsive investment contracts from fair value to contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions made to the fund plus earnings less participant withdrawals.

Investment Transactions — Purchases and sales of investments are recorded on their trade dates.

Income Recognition — Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Payment of Benefits — Benefits are recorded when paid.

3. INVESTMENTS

The following investments represent 5 percent or more of the Plan's net assets available for benefits as of December 31, 2013:

	2013	
	Shares/Units	Fair Value
Invesco Stable Value Trust Fund	4,931,340	\$ 4,992,643
William Blair Small Capital Value Fund	96,188	1,731,377
Dodge & Cox Stock Fund	18,035	3,045,556
T Rowe Price Retirement Funds:		
Retirement 2020	132,250	2,696,581
Retirement 2030	103,659	2,342,698
Retirement 2025	187,123	2,877,950
Retirement 2035	106,374	1,731,766

The following table summarizes the net appreciation in the fair value of investments for the period January 28, 2013 (date of inception) to December 31, 2013:

Axiall Corporation common stock fund and	
Axiall employer stock fund	\$ 94,609
Mutual funds	2,839,488
Net appreciation in fair value of investments	<u>\$ 2,934,097</u>

4. FEDERAL INCOME TAX STATUS

The Plan is in the process of applying for, but has not received, a determination letter from the IRS stating that the Plan is qualified under Section 401(a) of the IRC. However, the Plan administrator believes that the Plan has been designed to comply with and is operating in accordance with the applicable requirements of the IRC and therefore believes the Plan is qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

At December 31, 2013, the Plan held 20,780 shares of Axiall Corporation common stock in the Company's Employer Stock Fund. At December 31, 2013, the cost basis of this investment was \$896,776. The Company declared dividends of \$0.48 per common share during the year ended December 31, 2013.

6. FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC Topic 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs to valuation techniques used to measure fair value. These levels, in order of highest to lowest priority are described below:

Level 1—Quoted prices (unadjusted) in active markets for identical assets or liabilities at the measurement date.

Level 2—Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3—Prices that are unobservable for the asset or liability and are developed based on the best information available in the circumstances, which might include the Company's own data.

The Plan classifies its investments based on the lowest level of input that is significant to the fair value measurement. The following tables set forth by level within the fair value hierarchy, a summary of the Plan's investments measured at fair value at December 31, 2013:

Asset Classes	Fair Value Measurements at December 31, 2013 Using:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common Stock	\$ 985,790	\$ —	\$ —	\$ 985,790
Stable Value Trust Fund (a)	—	4,992,643	—	4,992,643
Mutual Funds:			—	—
U.S. Securities Funds	6,543,488	—	—	6,543,488
Small Capital Funds	3,016,111	—	—	3,016,111
International Funds	1,531,994	—	—	1,531,994
Index Funds	1,348,030	—	—	1,348,030
Target Retirement Date Funds	12,849,386	—	—	12,849,386
	<u>\$ 26,274,799</u>	<u>\$ 4,992,643</u>	<u>\$ —</u>	<u>\$ 31,267,442</u>

(a) The Stable Value Trust Fund is a collective trust fund that seeks to preserve principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers. There are no restrictions on participant redemptions.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2013.

	2013
Net assets available for benefits per the financial statements	\$ 33,430,501
Current year adjustment from contract value to fair value for fully benefit-responsive stable value trust fund	61,303
Net assets available for benefits per the Form 5500, inclusive of transfers	<u>\$ 33,491,804</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to total gain per the Form 5500 for the period ended December 31, 2013.

	2013
Net increase in net assets available for benefits per the financial statements	\$ 33,430,501
Current year adjustment from contract value to fair value for fully benefit-responsive stable value trust fund	61,303
Net gain per the Form 5500	<u>\$ 33,491,804</u>

8. SUBSEQUENT EVENTS

The Company has evaluated the financial statements for subsequent events through June 24, 2014, which is the date the financial statements were issued. Effective as of January 1, 2014, the employer contributions to the Defined Contribution Retirement Program will be determined, and made, on a yearly basis. Effective as of February 1, 2014, the following material modifications of the Plan will take effect for the participants at the Company's Natrium facility: the automatic enrollment feature will be eliminated, after-tax regular or traditional contributions will not be permitted, and the maximum employee contribution will increase from 50 to 100 percent of eligible compensation, and the employer matching contribution will increase to 100% of the employee contribution equal to the first 3% of actual total pay, which includes overtime, 50 percent of the next 2% of actual total pay, and a maximum of up to 4% of actual total pay.

SUPPLEMENTAL SCHEDULE

(See Independent Auditor’s Report)

AXIALL CORPORATION
EAGLE US 2 LLC EMPLOYEE SAVINGS PLAN FOR CERTAIN COLLECTIVE BARGAINING EMPLOYEES
FORM 5500, SCHEDULE H, PART IV, LINE 4i—
PLAN SPONSOR EIN: 46-1269681, PLAN NUMBER—004
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
		Collective trust:		
	Invesco National Trust Company	Collective trust—INVESCO Stable Value Trust Fund, 4,931,340 units	**	\$ 4,992,643
		Mutual funds:		
	American Funds	American Funds Europacific Growth Fund, 31,797 shares	**	1,531,994
	Dodge & Cox Fund	Dodge & Cox Stock Fund, 18,035 shares	**	3,045,556
	The Vanguard Group	Vanguard Institutional Fund Index — Institutional Shares, 7,963 shares	**	1,348,030
		Vanguard Wellington Fund — Admiral Shares, 25,135 shares	**	1,647,121
	Harbor Funds	Harbor Capital Appreciation Fund-Institutional Class, 17,997 shares	**	1,020,271
	William Blair Fund	William Blair Small Capital Fund, 96,188 shares	**	1,731,377
	Conestoga Funds	Conestoga Small Capital Growth Fund, 35,054 shares	**	1,284,734
	Pimco Funds	Pimco Total Return Fund, 77,693 shares	**	830,541
	T Rowe Price Retirement Funds	T Rowe Price Retirement Income, 11,758 shares	**	173,789
		T Rowe Price Retirement 2005, 186 shares	**	2,403
		T Rowe Price Retirement 2010, 385 shares	**	6,869
		T Rowe Price Retirement 2015, 14,152 shares	**	202,660
		T Rowe Price Retirement 2020, 132,250 shares	**	2,696,581
		T Rowe Price Retirement 2025, 187,123 shares	**	2,877,950
		T Rowe Price Retirement 2030, 103,659 shares	**	2,342,698
		T Rowe Price Retirement 2035, 106,374 shares	**	1,731,766
		T Rowe Price Retirement 2040, 59,367 shares	**	1,389,776
		T Rowe Price Retirement 2045, 30,603 shares	**	477,710
		T Rowe Price Retirement 2055, 43,560 shares	**	563,236
		T Rowe Price Retirement 2050, 29,399 shares	**	383,949
*	Various Plan Participants	Participant loans (with interest rates ranging from 4.25% to 9.25% and maturities through 12/01/34)	—	2,189,460
*	Axiall Corporation	Common stock:		
		Axiall Corporation Employer Stock Fund, 20,780 shares	**	985,790
		Total		<u>\$ 33,456,902</u>

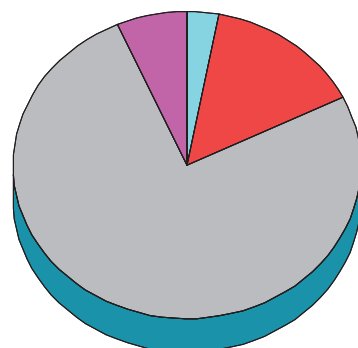
* Represents a party-in-interest.

** Cost information is excluded, as investments are participant-directed.

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

EAGLE US 2 LLC EMPLOYEE SAVINGS
PLAN FOR COLLECTIVE BARGAINING
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



0.00% MONEY MARKET	2.95% COMMON STOCK
14.77% COMMON / COLLECTIVE TRUSTS	75.73% MUTUAL FUNDS
6.56% LOANS	0.00% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>MONEY MARKET</u>					
BIF MONEY FUND		1.000	25.00	25.00	0.00%
<u>COMMON STOCK</u>					
AXIALL CORP	20,779.7196	47.440	896,776.49	985,789.90	2.95%
<u>COMMON / COLLECTIVE TRUSTS</u>					
INVESCO STABLE VALUE TRUST	4,931,340.0500	1.000	4,931,340.25	4,931,340.05	14.77%
<u>MUTUAL FUNDS</u>					
PIMCO TOTAL RETURN PORT. INSTL	77,693.2186	10.690	861,579.30	830,540.51	2.49%
AMERICAN EUROPACIFIC GR R4	31,797.2946	48.180	1,346,721.25	1,531,993.65	4.59%
T. ROWE PRICE 2040 RETIREMENT	59,366.7478	23.410	1,249,003.95	1,389,775.57	4.16%
WILLIAM BLAIR SMALL CAP CL I	96,187.5949	18.000	1,780,211.45	1,731,376.71	5.18%

Balances include pending activity

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

EAGLE US 2 LLC EMPLOYEE SAVINGS
PLAN FOR COLLECTIVE BARGAINING
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
T. ROWE PRICE 2010 RETIREMENT	385.4725	17.820	6,743.72	6,869.12	0.02%
T. ROWE PRICE 2020 RETIREMENT	132,250.1869	20.390	2,500,817.34	2,696,581.31	8.07%
T. ROWE PRICE 2030 RETIREMENT	103,659.1963	22.600	2,121,916.24	2,342,697.84	7.01%
T ROWE PRICE INCOME FUND	11,758.4000	14.780	168,290.97	173,789.15	0.52%
VANGUARD WELLINGTON FUND	25,135.3767	65.530	1,582,261.84	1,647,121.24	4.93%
VANGUARD INSTITUTIONAL INDEX	7,963.3162	169.280	1,173,054.35	1,348,030.17	4.04%
T. ROWE PRICE 2005 RETIREMENT	186.0162	12.920	2,377.52	2,403.33	0.01%
T. ROWE PRICE 2015 RETIREMENT	14,152.2056	14.320	197,208.96	202,659.58	0.61%
T. ROWE PRICE 2025 RETIREMENT	187,122.8911	15.380	2,648,287.05	2,877,950.07	8.62%
T. ROWE PRICE 2035 RETIREMENT	106,373.8096	16.280	1,557,484.61	1,731,765.62	5.19%
HARBOR CAPITAL APPRECIATION IN	17,997.3695	56.690	847,274.35	1,020,270.88	3.06%
CONESTOGA SML CAP FD CL SINGLE	35,054.1311	36.650	1,077,769.55	1,284,733.90	3.85%
T. ROWE PRICE 2045 RETIREMENT	30,602.8495	15.610	436,311.01	477,710.48	1.43%
T. ROWE PRICE 2055 RETIREMENT	43,560.3699	12.930	497,691.65	563,235.58	1.69%
T. ROWE PRICE 2050 RETIREMENT	29,398.8363	13.060	345,423.59	383,948.80	1.15%
DODGE & COX STOCK FUND	18,034.9122	168.870	2,500,771.07	3,045,555.62	9.12%
TOTAL MUTUAL FUNDS			22,901,199.77	25,289,009.13	75.73%
<u>LOANS</u>					
LOAN FUND	2,189,460.4100	1.000	2,189,460.41	2,189,460.41	6.56%
INVESTMENT TOTAL			30,918,801.92	33,395,624.49	100.00%

Balances include pending activity

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

EAGLE US 2 LLC EMPLOYEE SAVINGS
PLAN FOR COLLECTIVE BARGAINING
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			0.29	0.29	0.00%
TOTAL ASSETS			30,918,802.21	33,395,624.78	100.00%

A portion of the balance displayed in the BIF Money Fund or the Merrill Lynch Bank Deposit Program (MLBD Program) may contain a pending deposit. If cash funds are invested / deposited in the BIF or MLBD Program, sweep activity details are available upon request.

Balances include pending activity