

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>01/01/2013</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 CONTRAN CORPORATION PENSION PLAN	<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;">003</td> </tr> <tr> <td colspan="2">1c Effective date of plan 06/01/1972</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 74-1646336</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 972-233-1700</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 321210</td> </tr> </table>	1b Three-digit plan number (PN) ▶	003	1c Effective date of plan 06/01/1972		2b Employer Identification Number (EIN) 74-1646336		2c Sponsor's telephone number 972-233-1700		2d Business code (see instructions) 321210	
1b Three-digit plan number (PN) ▶	003										
1c Effective date of plan 06/01/1972											
2b Employer Identification Number (EIN) 74-1646336											
2c Sponsor's telephone number 972-233-1700											
2d Business code (see instructions) 321210											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CONTRAN CORPORATION 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2014	MELINA M MEYERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2014	GREGORY M SWALWELL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 1306	
a Active participants		6a 166	
b Retired or separated participants receiving benefits		6b 768	
c Other retired or separated participants entitled to future benefits		6c 346	
d Subtotal. Add lines 6a , 6b , and 6c		6d 1280	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 13	
f Total. Add lines 6d and 6e		6f 1293	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</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 01/01/2013 and ending 12/31/2013

Round off amounts to nearest dollar.
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan CONTRAN CORPORATION PENSION PLAN	B Three-digit plan number (PN) 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF CONTRAN CORPORATION	D Employer Identification Number (EIN) 74-1646336

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013		
2 Assets:		
a Market value	2a	60716527
b Actuarial value	2b	60716527
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 762	28545819
b For terminated vested participants	3b 380	10034942
c For active participants:		
(1) Non-vested benefits	3c(1)	2729505
(2) Vested benefits	3c(2)	17548823
(3) Total active	3c(3) 170	20278328
d Total	3d 1312	58859089
4 If the plan is in at-risk status, check the box and complete lines (a) and (b): ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.32 %
6 Target normal cost	6	1556572

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

<div>SIGN HERE</div>		
Signature of actuary MICHAEL MORIN		Date 08-04030
Type or print name of actuary MILLIMAN, INC.		Most recent enrollment number 214-863-5500
Firm name 1000 N. CENTRAL EXPWY, SUITE 1500 DALLAS, TX 75231-4177		Telephone number (including area code)
Address of the firm		

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

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	4395	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	4395	0
10 Interest on line 9 using prior year's actual return of <u>16.14</u> %	709	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions)		
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	5104	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	103.14 %
15 Adjusted funding target attainment percentage	15	103.15 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	104.59 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	1556572										
b Excess assets, if applicable, but not greater than line 31a	31b	1556572										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td></td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment		0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment		0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....			0									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37											
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b											
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

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

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

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan CONTRAN CORPORATION PENSION PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 CONTRAN CORPORATION	D Employer Identification Number (EIN) 74-1646336

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

NORTHWEST RETIREMENT PLANS, INC.

93-0839718

(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?
12 15 50	NONE	52337	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MILLIMAN, INC.

91-0675641

(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?
11 50	NONE	39041	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SUTTON FROST CARY LLP

75-2593210

(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?
10 50	NONE	17500	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)

U.S. BANK NATIONAL ASSOCIATION

77-2832229

(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?
12 18 21 50 62 65	NONE	9073	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 ☐

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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning	01/01/2013	and ending	12/31/2013
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A Name of plan CONTRAN CORPORATION PENSION PLAN	B Three-digit plan number (PN)	003
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CONTRAN CORPORATION	D Employer Identification Number (EIN) 74-1646336
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a	Name of MTIA, CCT, PSA, or 103-12 IE: THE COMB. MASTER RETIREMENT TRUST
----------	---

b	Name of sponsor of entity listed in (a): U.S. BANK NATIONAL ASSOCIATION
----------	---

c EIN-PN 75-2832229-001	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65824720
--------------------------------	------------------------	--

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>CONTRAN CORPORATION PENSION PLAN</u>		B Three-digit plan number (PN) <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONTRAN CORPORATION</u>		D Employer Identification Number (EIN) <u>74-1646336</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	181871	188187
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	280	
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	60716528	65824720
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	60898679	66012907

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	26934	22800
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	26934	22800

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	60871745	65990107
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0

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

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

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

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		9125196
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		9125196

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3770371	
(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)		3770371
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)	56541	
(2) Contract administrator fees	2i(2)	61410	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	118512	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		236463
j Total expenses. Add all expense amounts in column (b) and enter total	2j		4006834

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5118362
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☐ Yes ☒ No

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

(1) Name: SUTTON FROST CARY LLP

(2) EIN: 75-2593210

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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
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	
4f			
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		14481438
4g			
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	
4h			
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	
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>CONTRAN CORPORATION PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONTRAN CORPORATION</u>	D Employer Identification Number (EIN) <u>74-1646336</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>51-6039978</u> <u>93-0839718</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>3</u>

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: 46% Investment-Grade Debt: 11% High-Yield Debt: 0% Real Estate: 0% Other: 43%

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):



REPORT OF INDEPENDENT AUDITORS

To the Retirement Committee of the
Contran Corporation Pension Plan:

We have audited the accompanying financial statements of the Contran Corporation Pension Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

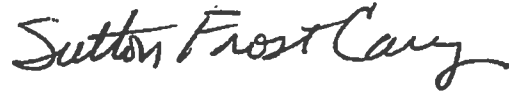
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about 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 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 financial status of the Contran Corporation Pension Plan as of December 31, 2012 and 2013, and the changes in its financial status for the years then ended in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink, reading "Sutton Frost Cary". The signature is written in a cursive, flowing style.

A Limited Liability Partnership
Certified Public Accountants

October 2, 2014
Arlington, Texas

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**

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

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

A Name of plan Contran Corporation Pension Plan	B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Contran Corporation	D Employer Identification Number (EIN) 74-1646336
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>		
2 Assets:		
a Market value	2a	60,716,527
b Actuarial value	2b	60,716,527
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 762	28,545,819
b For terminated vested participants	3b 380	10,034,942
c For active participants:		
(1) Non-vested benefits	3c(1)	2,729,505
(2) Vested benefits	3c(2)	17,548,823
(3) Total active	3c(3) 170	20,278,328
d Total	3d 1,312	58,859,089
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐	
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.32 %
6 Target normal cost	6	1,556,572

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary	 Date
Michael Morin	Type or print name of actuary	14-04030
Milliman	Firm name	Most recent enrollment number
10000 N. Central Expressway		(214) 863-5500
Suite 1500		Telephone number (including area code)
Dallas TX 75231	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	4,395	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	4,395	0
10 Interest on line 9 using prior year's actual return of <u>16.14</u> %	709	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		
b Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions)		
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	5,104	0

Part III Funding Percentages

14 Funding target attainment percentage	14	103.14 %
15 Adjusted funding target attainment percentage	15	103.15 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	104.59 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

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

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

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions)	☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1,556,572	
b Excess assets, if applicable, but not greater than line 31a	31b	1,556,572	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Contran Corporation Pension Plan 74-1646336 / 003

Contran Corporation Pension Plan

EIN 74-1646336/ PN 003

Schedule SB, line 22

**Description of Weighted Average Retirement Age
January 1, 2013**

Age	Retirement Rate	Age Weight
55	0%	0.00
56	0%	0.00
57	0%	0.00
58	0%	0.00
59	0%	0.00
60	0%	0.00
61	0%	0.00
62	0%	0.00
63	0%	0.00
64	0%	0.00
65	100%	65.00

Average Weighted Retirement Age	65
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Contran Corporation Pension Plan 74-1646336 / 003

Contran Corporation Pension Plan

EIN 74-1646336/ PN 003

Schedule SB, Part V

Statement of Actuarial Assumptions/Methods

January 1, 2013

The true cost of a pension plan will ultimately be determined by the excess of benefits actually paid and the expenses incurred in its administration over investment income earned on monies set aside for its funding. Thus, the ultimate cost of a plan cannot be known until the last payment has been made to its last participant. The actuarial cost method is the technique adopted by the actuary for establishing the amount and incidence of annual actuarial costs. The actuarial cost method determines the portion of the ultimate cost of a pension plan which should be allocated to each plan year (known as the normal cost). The cost method is thus a budgeting tool which helps to ensure that the pension plan will be adequately and systematically funded.

In accordance with the Pension Protection Act of 2006 (PPA), the actuarial cost method used in the valuation of this Plan is known as the *unit credit cost method*. Under this cost method a projected retirement benefit at assumed retirement age is computed for each participant using one year's future pay increases. The Target Normal Cost for each participant is computed as the present value of the pro-rate portion of the participant's projected benefit which is accrued or earned during the plan year being valued. The Target Normal Cost for the plan is the total of the individually computed Target Normal Costs for all participants including the costs for any death or disability benefits under the plan.

The Funding Target at any point in time for an active participant is the present value of the benefit which has been accrued up to the valuation date. For persons receiving benefits or entitled to a deferred vested retirement income, the Funding Target for the plan is the total of the individually computed Funding Target over the assets less the carryover and prefunding balances. The shortfall amortization installment is the payment that will amortize the Shortfall Amortization Base in level annual installments over a seven year period.

The funding cost of the Plan is derived by making certain specific assumptions as to rates of interest, mortality, turnover, etc. which are assumed to hold for many years into the future. Since actual experience may differ somewhat from the assumptions, the costs determined by the valuation must be regarded as estimates of the true costs of the Plan.

For purposes of applying the actuarial cost method, the actuarial value of assets is equal to the market value of assets.

Contran Corporation Pension Plan 74-1646336 / 003

Contran Corporation Pension Plan

EIN 74-1646336/ PN 003

Schedule SB, Part V

Statement of Actuarial Assumptions/Methods

January 1, 2013

Funding Target Rates

MAP-21 Segment rates

Effective Interest Rate for PPA – 6.32% per annum, compounded annually

Interest Rate – FASB ASC Topic 960

8.50% per annum, compounded annually

Earnings Progression

4.00% per annum, compounded annually.

Future Social Security Wage Base Increases

None assumed

Explicit Provision for Expenses

Estimated expenses for current year added to normal cost

Mortality Rates

PPA Liabilities

The Separate RP2013 Annuitants/Non-Annuitants Mortality Tables for Males and Females

FASB ASC Topic 960 Liabilities

The Separate RP2013 Annuitants/Non-Annuitants Mortality Tables for Males and Females

Withdrawal Rates

None assumed.

Retirement Rates

Medite

Participants are assumed to retire at age 62 if eligible for unreduced benefit, otherwise age 65.

Valhi

Participants are assumed to retire at the earlier of age 59½ and the first date that age plus years of vesting service are equal to or greater than 90 years, or age 65.

Marriage Rates

- Percentage married: 100%
- Age difference: Males are assumed to be three years older than their spouse

Changes in Actuarial Assumptions since Prior Valuation

Effective January 1, 2013, the following changes were made to the actuarial assumptions:

- **Funding Target Rate – Effective rate for PPA:** changed from 7.01% per annum to 6.32% per annum.
- **Mortality Rates:** changed from the Separate RP2012 Annuitants/Non-Annuitants Mortality Tables for Males and Females to the Separate RP2013 Annuitants/Non-Annuitants Mortality Tables for Males and Females.

Contran Corporation Pension Plan 74-1646336 / 003

Contran Corporation Pension Plan

EIN 74-1646336/ PN 003 Schedule SB, Part V Summary of Plan Provisions January 1, 2013

1. Definitions

Accrued Benefit

The Accrued Benefit for each Participant is determined using the same formula which is used to compute such Participant's Normal Retirement Benefit, taking into account the Participant's Benefit Years and Average Compensation through the date of determination.

Actuarial Equivalent

Actuarial Equivalent means a form of benefit differing in time, period and/or manner of payment from another form of benefit but having the same value when computed based upon the following interest and mortality assumptions:

- **Interest:** 8.50% per annum, compounded annually.
- **Mortality:** 1983 Group Annuity Mortality Table using unisex rates which are blended using 80% male rates and 20% female rates

The present value of any Accrued Benefit for purposes of determining the amount of a lump sum distribution will be equal to the greater of the present value determined using the interest rates and mortality table specified above or the present value determined using the "Applicable Interest Rate" and the "Applicable Mortality Table".

The Applicable Interest Rate for distribution during a plan year is the rate equal to the annual rate of interest on a 30-year Treasury securities in effect for the month of January of the Plan Year of distribution or such other time as the Secretary of the Treasury may by regulations prescribe.

The Applicable Mortality Table is the table based on the mortality rates in Revenue Ruling 95-6 or such other table as the Secretary of the Treasury may later prescribe.

Average Compensation

A Participant's monthly Average Compensation, as of a given date, is determined by dividing the total Compensation he received during all years of employment by the number of months during such period for which he received Compensation.

A Participant's excess monthly Average Compensation is that portion, if any, of his monthly Average Compensation which is in excess of his monthly Average Wage Base.

Average Wage Base

A Participant's monthly Average Wage Base, as of a given date, is one-twelfth of an amount equal to the maximum amount of earnings considered as wages for that plan year under Section 3121(a)(1) of the Code (or under any comparable section or sections of legislation that amends, supplements or supercedes Section 3121(a)(1)) as in effect as of the first day of that year.

Compensation

Compensation reflects that compensation which is treated as FICA wages without regard to the Social Security taxable wage base, including bonuses, overtime, commissions or deferred compensation, but excluding:

- Non-cash compensation and any amounts contributed by the employer for the participant's benefit to, or paid to the participant under, this plan or any other retirement or benefit plan maintained by the employees; provided that any amounts which are treated as salary reduction contributions and used to purchase non-taxable benefits under Section 125 or 401(k) of the Internal Revenue Code shall be included in his earnings.
- Reimbursements for medical, dental or travel expenses, automobile allowances, relocation allowances, educational assistance allowances or other special allowances and awards.
- Income realized for federal income tax purposes as a result of (i) group life insurance, (ii) personal use of an employer owned automobile, (iii) grant or exercise of option(s) to acquire shares of stock of any Valhi Company (whether or not related to or in lieu of the exercise of such option(s)) or the disposition of shares acquired on exercise of such an option, or (iv) transfer of restricted shares of stock or restricted property of a Valhi Company, or the removal of any such restrictions.
- Compensation paid or payable to the participant, or to any governmental body or agency on account of the participant, under the terms of any state, federal or foreign law requiring the payment of such compensation because of the participant's voluntary or involuntary termination or employment with any Valhi Company.

In accordance with Internal Revenue Code Section 401(a)(17), annual Compensation in excess of \$200,000 (or such other maximum amount as may be permitted pursuant to Section 401(a)(17) of Code or from time to time by the secretary of the Treasury or his delegate or by law) is disregarded.

Effective Date

The Effective Date of the Plan as amended and restated is January 1, 1998. As of January 1, 1994, the Medford Corporation Employees' Pension Plan (for salaried employees) was merged in to the Medford Corporation Retirement Plan For Hourly Paid Employees. As of January 1, 2001, the Valhi, Inc. Pension Plan was merged in to the Medite Corporation Retirement Plan. The Plan was then renamed Contran Corporation Pension Plan.

Eligible Employee Classification

An Eligible Employee Classification is a classification of Employees, the members of which are eligible to participate in the Plan. The Plan covers all employee classifications except:

- employees who are members of a collective bargaining unit
- resident aliens in the U.S. on a temporary basis (unless specifically included by the plan administrator)
- nonresident aliens
- leased employees
- independent consultants or contract employees
- independent contractors, and

- any person classified by an employer in its sole discretion as a leased employee, independent consultant, contract employee of independent contractor regardless of whether such person is subsequently determined by a government agency or court to be other than as classified by the employer.

Employers Included

Meditate Corporation and any adopting affiliate.

Entry Date

Entry Date means the January 1st or July 1st which coincides with or next follows the date that the eligibility requirements are met.

Normal Retirement Age

A Participant's Normal Retirement Age is the date he attains age 65 or the fifth anniversary of the date he became a plan participant.

A Participant who has attained age 59½ but who has not yet attained age 65 shall be considered as having attained his Normal Retirement Date on the first date that such Participant's age and years of vesting service total 90 years or more.

Normal Retirement Date

A Participant's Normal Retirement Date is the first day of the month which coincides with or next follows the date on which the Participant attains Normal Retirement Age.

Plan Administrator

The Plan Administrator is Contran Corporation.

Plan Year

The Plan Year is the 12 month period beginning January 1 and ending December 31.

Vested Accrued Benefit

A Participant's Vested Accrued Benefit as of a given date is equal to the product of his Accrued Benefit multiplied by his Vested Percentage as of that same date.

Vesting Schedule

A Participant's Vested Percentage will be 100% upon the completion of 5 Years of Vesting Service. Prior to the completion of 5 Years of Vesting Service, a Participant's Vested Percentage is zero.

Years of Benefit Service

Years of Service for purposes of computing a Participant's Normal Retirement Benefit are referred to as Years of Benefit Service and are determined using the Elapsed Time Method.

All of a Participant's Years of Benefit Service are taken into account in determining his monthly benefit except:

- Fractional months,
- Service prior to July 1, 1982, and
- Service in excess of 30 years.
 - a. The 30 year service provision was modified as of December 13, 2010, such that the benefit only takes into account the 30 years of benefit service which produces the highest benefit.

Years of Eligibility Service

A Year of Eligibility Service is credited for each computation period during which an Employee is credited with at least 1,000 Hours of Service. The initial computation period is the 12 consecutive month period

beginning with the employee's employment commencement date. Thereafter, the computation period is the 12 consecutive month period beginning with the anniversary of the employee's employment commencement date.

All of an Employee's Years of Eligibility Service are taken into account in determining his eligibility to participate.

Years of Vesting Service

Years of Service for purposes of computing a Participant's Vested Percentage are referred to as Years of Vesting Service and are determined using the Hours of Service Method.

A Year of Vesting Service is credited for each Plan Year in which an Employee is credited with at least 1,000 Hours of Service.

All of a Participant's Years of Vesting Service are taken into account in determining his Vested Percentage.

Participation

An Employee who is a member of an Eligible Employee Classification will become a participant in the Plan on the January 1st or July 1st which coincides with or next follows the attainment of age 21 and the completion of one Year of Eligibility Service.

Normal Retirement

Each Participant who becomes eligible for a Normal Retirement Benefit under the plan will be entitled to receive a monthly retirement pension benefit beginning at the Participant's Normal Retirement Date and payable in the Normal Benefit Form.

Normal Retirement Benefit

A Participant's Normal Retirement Benefit is an annual pension benefit commencing on his Normal Retirement Date payable in the Normal Benefit Form in an amount equal to:

- 1.20% of Average Compensation, plus
- 0.55% of Average Compensation in excess of Average Wage Base

for each year of Benefit Service.

Normal Benefit Form

- **Medité** - Lifetime Pension, 5 Years Certain - Monthly pension benefit payable for the lifetime of the Participant with payments guaranteed for a minimum of 5 years.
- **Valhi** - Joint & Survivor Pension - monthly pension benefit payable during the lifetime of the Participant and spouse.

Early Retirement

Early Retirement Date

A Participant's Early Retirement Date is the first day of the month so elected by the Participant which coincides with or next follows the date upon which the Participant satisfies the following requirements:

Medité

- Attainment of age 55; and
- Completion of 5 Years of Service.

Valhi

- Attainment of age 60; and
- Completion of 10 Years of Service.

Early Retirement Benefit

Medite

A Participant's Early Retirement Benefit is a pension benefit determined as of his Early Retirement based on Benefit Years and compensation up to Early Retirement Date. The benefit is unreduced after age 62 and is reduced by 5% per year prior to age 62 with interpolation between whole years.

For hourly participants terminated prior to 1976 and salaried participants terminated prior to 1989 the reduction applies from age 65.

Valhi

A Participant's Early Retirement Benefit is equal to the Actuarial Equivalent of his Accrued Benefit determined as of his Early Retirement Date.

Deferred Retirement

An active Participant who continues his employment with the Employer beyond his Normal Retirement Date may begin to receive his Retirement Benefit to which he is entitled as of his Deferred Retirement Date.

Deferred Retirement Date

A Participant's Deferred Retirement Date is the first day of the month coincident with or next following the date he retires and requests the commencement of his Retirement Benefit after he has continued in the employ of the Employer beyond his Normal Retirement Date.

Deferred Retirement Benefit

A Participant's Deferred Retirement Benefit is equal his Normal Retirement Benefit, actuarially increased to reflect the deferred payment of his Normal Retirement Benefit.

Optional Benefit Forms

Optional Benefit Forms are available and equal to the Actuarial Equivalent of the Normal Benefit Form and may be in an amount more than or less than that provided by the Normal Benefit Form depending on the option selected. Such distribution may be in one or more of the following forms:

Medite

- Single Lump Sum Payment – The Actuarial Equivalent of a Participant's benefit accrued as of December 31, 1989 under the Prior Salaried Plan and the balance of the benefit in another optional form.
- Joint & Survivor Pension, 5 Years Certain – Monthly pension benefit payable for as long as either the Participant or the spouse is alive with payments guaranteed for a minimum of 5 years.
- Lifetime Pension – Monthly pension benefit payable for the lifetime of the Participant with payments terminating upon the death of the Participant.

Valhi

- None.

Pre-Retirement Death Benefit

If the participant was 100% vested and had an eligible spouse at the time of death, the participant's eligible spouse's benefit is the greater of:

- the monthly amount payable to the surviving spouse under a Joint & Survivor Pension assuming the participant had terminated employment as of his date of death and his annuity commencement date was

to occur on the first day of the calendar month coincident with or next following the later to occur of the date of his death or the date so elected by his surviving spouse, and

- the monthly actuarial equivalent of 100 times the monthly benefit determined by the Normal Retirement Benefit formula based on service and Average Compensation assuming the participant had survived to Normal Retirement Date and the participant's monthly Average Compensation remained level from the date of death to the Normal Retirement Date.

Termination Benefit

In the event of the termination of a Participant's employment for any reason other than death or retirement, the Participant will become entitled to receive a monthly pension benefit commencing on his Normal Retirement Date equal to his Vested Accrued Benefit.

Contran Corporation Pension Plan 74-1646336 / 003

Contran Corporation Pension Plan

**EIN 74-1646336/ PN 003
Schedule SB, line 24
Change in Actuarial Assumption
January 1, 2013**

Effective January 1, 2013, the following changes were made to the actuarial assumptions:

<u>Description of Actuarial Assumptions</u>	<u>Current Assumption</u>	<u>Previous Assumption</u>
Funding Target Rates – Effective rate for PPA	6.32%	7.01%
Mortality Rates	Separate RP 2013 Annuitants/ Non- Annuitants Mortality Tables for Males and Females	Separate RP 2012 Annuitants/ Non- Annuitants Mortality Tables for Males and Females
Provision for Expenses	Estimated expenses for current year applied to Normal Cost	Estimated expenses for current year applied to Normal Cost

Contran Corporation Pension Plan 74-1646336 / 003

Contran Corporation Pension Plan

EIN 74-1646336/ PN 003

Schedule SB, line 26

Summary of Active Participants by Age and Service

January 1, 2013

<u>Number of Participants by Age and Service Groups</u>											
<u>Age</u>	<u>Years of Service</u>										<u>Total</u>
	<u><1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40&Up</u>	
0-24	-	2	1	-	-	-	-	-	-	-	3
25-29	-	1	2	-	-	-	-	-	-	-	3
30-34	-	3	8	-	-	-	-	-	-	-	11
35-39	-	3	14	2	-	-	-	-	-	-	19
40-44	-	4	19	5	4	-	-	-	-	-	32
45-49	-	6	8	5	1	2	1	-	-	-	23
50-54	-	6	13	1	7	2	3	-	-	-	32
55-59	-	2	8	2	2	2	1	2	-	-	19
60-64	-	1	2	2	1	-	3	2	-	-	11
65-69	-	-	1	2	1	-	3	2	-	-	9
70&Up	-	-	1	-	2	-	3	2	-	-	8
Total	-	28	77	19	18	6	14	8	-	-	170

CONTRAN CORPORATION PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2013

	<u>2012</u>	<u>2013</u>
Assets:		
Investment in The Combined Master Retirement Trust at fair value:		
CMRT Primary Account	\$60,698,383	\$65,824,720
CMRT Subaccount	<u>18,145</u>	<u>-</u>
Total investments	60,716,528	65,824,720
Cash and cash equivalents	181,871	188,187
Prepays	<u>280</u>	<u>-</u>
Total assets	60,898,679	66,012,907
Liabilities - fees payable	<u>26,934</u>	<u>22,800</u>
Net assets available for benefits	<u>\$60,871,745</u>	<u>\$65,990,107</u>

See accompanying Notes to Financial Statements.

CONTRAN CORPORATION PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2012 and 2013

	<u>2012</u>	<u>2013</u>
Addition - Investment income - net appreciation in fair value of investments	<u>\$ 8,894,719</u>	<u>\$ 9,125,196</u>
Deductions:		
Benefits paid to participants	3,908,661	3,770,371
Administrative expenses	<u>188,408</u>	<u>236,463</u>
Total deductions	<u>4,097,069</u>	<u>4,006,834</u>
Net increase in net assets available for benefits	4,797,650	5,118,362
Net assets available for benefits:		
Beginning of year	<u>56,074,095</u>	<u>60,871,745</u>
End of year	<u>\$60,871,745</u>	<u>\$65,990,107</u>

See accompanying Notes to Financial Statements.

CONTRAN CORPORATION PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan:

General. The following description of the Contran Corporation Pension Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Plan is a non-contributory defined benefit pension plan which covers eligible current and former employees of Contran Corporation, Valhi, Inc., Flight Proficiency Service, Inc. ("Flight Proficiency"), Southwest Louisiana Land Company ("SWLL"), Dixie Rice Agricultural Corporation, Inc. ("Dixie"), Contran Security, Inc. ("Security") and Medite Corporation (collectively, the "Employer"). Current employees of the Employer who are at least 21 years old become eligible to participate in the Plan upon attaining at least one year of eligible service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

At December 31, 2013, Contran and one of its subsidiaries held approximately 94% of Valhi's outstanding common stock. SWLL, Flight Proficiency, Dixie and Security are wholly-owned subsidiaries of Contran and Medite is a wholly-owned subsidiary of Valhi. The operations of Medite have been sold. Substantially all of Contran's outstanding voting stock is held by family trusts established for the benefit of Lisa K. Simmons and Serena Simmons Connelly, daughters of Harold C. Simmons, and their children (for which Ms. Lisa Simmons and Ms. Connelly are co-trustees) or is held directly by Ms. Lisa Simmons and Ms. Connelly or persons or entities related to them, including their step-mother Annette C. Simmons, the widow of Mr. Simmons. Prior to his death in December 2013, Mr. Simmons served as sole trustee of the family trusts. Under a voting agreement entered into by all of the voting stockholders of Contran, effective in February 2014 and as amended, the size of the board of directors of Contran was fixed at five members, Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons (and in the event of their death, their heirs) each has the right to designate one of the five members of the Contran board and the remaining two members of the Contran board must consist of members of Contran management. Ms. Lisa Simmons, Ms. Connelly, and Ms. Annette Simmons each serve as members of the Contran board. The voting agreement expires in February 2017 (unless Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons otherwise unanimously agree), and the ability of Ms. Lisa Simmons, Ms. Connelly, and Ms. Annette Simmons to each designate one member of the Contran board is dependent upon each of their continued beneficial ownership of at least 5% of the combined voting stock of Contran. Consequently, Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons may be deemed to control the Employer and the Plan.

Contributions. Employer contributions are determined and paid annually in amounts sufficient to meet the minimum funding requirements of ERISA and to not exceed the maximum amounts currently deductible for federal income tax purposes. Employer contributions were nil in 2012 and 2013.

Pension benefits. Upon retirement or death, the participant or beneficiary may elect to receive one of a number of different payment methods as outlined in the Plan document.

Plan termination. The Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, in compliance with the provisions of ERISA. In the event the Plan is terminated, the accrued benefits of each participant would become fully vested to the extent funded. The net assets of the Plan, after providing for liquidation expenses, are to be allocated in accordance with Section 4044 of ERISA. To the extent unfunded vested benefits exist, ERISA provides that such benefits are

payable to participants by the Pension Benefit Guaranty Corporation, subject to certain limitations.

Expenses of administering the Plan. To the extent not paid by the Plan, administrative expenses are paid by the Employer at its sole discretion. The Plan paid a significant portion of administrative expenses in 2012 and 2013.

Tax status. The Plan, as amended and restated effective January 1, 2012, has been notified by the Internal Revenue Service in a letter dated January 30, 2013, that it is a qualified plan under Section 401(a) of the Internal Revenue Code of 1986 (the "Code"), as amended, and is therefore exempt from federal income taxes under provisions of Section 501(a) of the Code.

The Plan's Annual Returns/Reports of Employee Benefit Plan prior to 2010 are closed to examination by the applicable tax authorities. The Plan had no significant uncertain tax positions for the years ended December 31, 2012 and 2013.

Note 2 - Summary of significant accounting policies:

Basis of accounting. The financial statements of the Plan are prepared on the accrual basis of accounting.

Cash and cash equivalents. Cash equivalents consist principally of money market instruments with average maturities of three months or less.

Payment of benefits. Benefits are recorded when paid.

Management estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results may, in some instances, differ from previously estimated amounts.

Investment valuation and income recognition. The Plan's investments are stated at fair value. See Note 3 for a discussion of fair value measurements. The net appreciation (depreciation) for the year is reflected in the Plan's statement of changes in net assets available for benefits. Realized gains or losses on sales of investments are calculated on an average cost basis.

Subsequent events. The Plan has evaluated subsequent events through October 2, 2014, the date these financial statements were available to be issued.

Note 3 - The Combined Master Retirement Trust:

The assets of the Plan are held and the related investment transactions are executed by U.S. Bank National Association ("US Bank"), as custodian. Substantially all of the Plan's assets are invested in certain units of The Combined Master Retirement Trust (the "Combined Trust"), a collective investment trust which provides for the collective investment by various employee benefit plans maintained by the Employer and certain related corporations (the "Qualified Plans"). Harold C. Simmons was trustee of the Combined Trust and deemed to control the Employer prior to his death in December 2013.

Following the death of Mr. Simmons in December 2013, the Contran board of directors in January 2014 appointed U.S. Bank as the new directed trustee of the Combined Trust, and the Contran board appointed five individuals (all executive officers of Contran) as the new Investment Committee of the Combined Trust to replace the prior Investment Committee. The new Investment Committee intends to reallocate to current and/or new investment managers or various mutual funds the portion of the Combined Trust assets that had previously been

under the direct and active management by Mr. Simmons. Such reallocation will be done prudently over a period of time, given the asset composition and relative illiquidity of this portion of the portfolio.

At December 31, 2013, the Combined Trust consists of a CMRT Primary Account which holds all of the assets of the Combined Trust for the benefit of all of the Qualified Plans. At December 31, 2012, the Combined Trust consisted of a (i) CMRT Subaccount which held cash equivalents for the benefit of certain of the Qualified Plans, (ii) CMRT Subaccount 3 which held securities issued by Valhi, Inc. for the benefit of certain of the Qualified Plans and (iii) CMRT Primary Subaccount (hereinafter referred to as the "CMRT Primary Account"), which held all of the remaining assets of the Combined Trust for the benefit of all of the Qualified Plans. Prior to December 2012, the CMRT Subaccount also held securities issued by Titanium Metals Corporation ("TIMET") for the benefit of certain of the Qualified Plans. The Plan only holds units in the CMRT Primary Account at December 31, 2013 and holds units in the CMRT Primary Account and the CMRT Subaccount at December 31, 2012.

In December 2012, the Combined Trust elected to sell all of its shares of TIMET common stock for \$254.7 million (\$16.50 per share) pursuant to a cash tender offer by a third party. Contran and its affiliates also sold their shares of TIMET common stock at \$16.50 per share in the same tender offer. The \$254.7 million proceeds received by the Trust from the sale of its shares of TIMET common stock were transferred from the CMRT Subaccount to the CMRT Primary Account and were invested in a cash equivalent at the end of 2012. Following completion of the TIMET tender offer, the TIMET Master Retirement Trust ("TIMET Trust"), one of the Qualified Plans, ceased participation in the Combined Trust, and in January 2013 the TIMET Trust withdrew its assets from the Combined Trust, which consisted of \$61.3 million in cash from the CMRT Primary Account and all assets held in Subaccount 3 (the TIMET Trust had a 100% interest in Subaccount 3). Subsequently in January 2013, the Combined Trust redeployed the remaining proceeds from the TIMET sale into other investments in the CMRT Primary Account. In February 2013, the remaining cash equivalents in the CMRT Subaccount were transferred to the CMRT Primary Account.

Investments held by the Combined Trust are stated at fair value. The fair value per CMRT Primary Account unit is determined semi-monthly by dividing the fair value of the net assets of the CMRT Primary Account by the number of units outstanding for the CMRT Primary Account. Prior to February 2013, the fair value per CMRT Subaccount unit was determined semi-monthly by dividing the fair value of the net assets of the CMRT Subaccount by the number of units outstanding for the CMRT Subaccount. Units are issued or redeemed based on the most recent unit value. In accordance with the plan of trust, net income from investment activities is distributed only through the redemption of units.

At December 31, 2013, the CMRT Primary Account had net assets of \$727,580,370. At December 31, 2012, the CMRT Primary Account and the CMRT Subaccount had net assets of \$726,210,120 and \$199,705, respectively. Summarized financial information of the CMRT Primary Account at December 31, 2013, the statement of changes in net assets for the year then ended, the summarized combined financial information of the CMRT Primary Account and the CMRT Subaccount at December 31, 2012 and the combined statement of changes in net assets for the year then ended, are presented below.

Statements of Net Assets

	December 31,	
	2012	2013
Investments, at fair value:		
Securities:		
Common and preferred stocks	\$309,792,879	\$379,977,922
Mutual funds	84,540,212	251,779,153
Limited partnerships	57,468,339	76,125,032
Corporate bonds and other fixed income securities	3,999,999	3,999,999
Real estate:		
Real estate mortgage notes	1,515,527	1,659,894
Limited partnerships	778,339	95,487
Cash and cash equivalents	268,074,946	12,691,149
Total investments	726,170,241	726,328,636
Receivable for unsettled securities sales	-	992,065
Accrued interest and dividends	178,450	259,669
Other assets	61,134	-
Total assets	<u>\$726,409,825</u>	<u>\$727,580,370</u>
Number of Combined Trust units outstanding:		
Primary Account	<u>709,028</u>	<u>614,264</u>
Subaccount	<u>73</u>	<u>-</u>
Net asset value per Combined Trust unit:		
Primary Account	<u>\$ 1,024.23</u>	<u>\$ 1,184.48</u>
Subaccount	<u>\$ 2,745.88</u>	<u>\$ -</u>

Statements of Changes in Net Assets

	Years ended December 31,	
	2012	2013
Investment activities:		
Interest and dividends	\$ 16,964,739	\$ 9,371,463
Partnership distributions	-	4,833,177
Other	133,976	4,663
	17,098,715	14,209,303
Investment, administrative and other expenses	1,217,199	1,177,619
Net investment income	15,881,516	13,031,684
Net realized and unrealized change in fair value of investments:		
Securities:		
Common and preferred stocks	72,710,126	88,583,337
Mutual funds	5,871,485	(8,740,174)
Limited partnerships	11,048,271	7,098,515
Real estate	-	534,920
Total net realized and unrealized increase in fair value of investments	89,629,882	87,476,598
Net increase from investment activities	105,511,398	100,508,282
Unit transactions:		
Proceeds from issuance of units	264,711,366	1,315,635
Payments for redemption of units	(303,330,729)	(100,653,372)
Net decrease from unit transactions	(38,619,363)	(99,337,737)
Net increase in net assets	66,892,035	1,170,545
Net assets at beginning of year	659,517,790	726,409,825
Net assets at end of year	\$ 726,409,825	\$ 727,580,370

At December 31, 2013, the Plan held 55,573 units in the CMRT Primary Account. At December 31, 2012 the Plan held 59,262 units in the CMRT Primary Account and 7 units in the CMRT Subaccount.

The following presents investments that represent 5 percent or more of the Plan's net assets at year-end:

	Fair value December 31,	
	2012	2013
CMRT Primary Account	\$60,698,383	\$65,824,720

The Plan and the Combined Trust carry their investments at fair value in accordance with Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures*, which establishes a consistent framework for measuring fair value and is applied to all financial statement items required to be measured at fair value. The standard requires fair value measurements to be classified and disclosed in one of the following three categories:

- **Level 1** - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- **Level 2** - Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the assets or liability; and
- **Level 3** - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

The asset fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the combined investments of the CMRT Primary Account and the CMRT Subaccount as of December 31, 2012 and the investments of the CMRT Primary Account as of December 31, 2013.

	Fair Value at Reporting Date Using			
	Total	Quoted Prices in Active Markets (Level 1) (In thousands)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012:				
Securities:				
Common and preferred stocks:				
Industrial Materials	\$ 86,995	\$ 86,995	\$ -	\$ -
Consumer Discretionary	65,048	38,089	-	26,959
Education	39,404	-	-	39,404
Information Technology	27,721	27,721	-	-
Foreign	20,107	20,107	-	-
Healthcare	27,271	27,271	-	-
Financial	28,276	27,264	-	1,012
Energy	11,791	11,791	-	-
Telecom Services	3,180	3,180	-	-
Total common and preferred stocks	309,793	242,418	-	67,375
Mutual funds:				
Fixed income funds	80,939	80,939	-	-
Growth funds	3,601	3,601	-	-
Total mutual funds	84,540	84,540	-	-
Limited partnerships	57,468	-	6,006	51,462
Corporate bonds and other fixed income securities	4,000	-	-	4,000
Real estate:				
Limited partnerships	778	-	-	778
Real estate mortgage notes	1,516	-	-	1,516
Cash and cash equivalents	268,075	268,075	-	-
Total investments at fair value	<u>\$726,170</u>	<u>\$595,033</u>	<u>\$ 6,006</u>	<u>\$125,131</u>

	Fair Value at Reporting Date Using			
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Total</u>	(In thousands)		
December 31, 2013:				
Securities:				
Common and preferred stocks:				
Industrial Materials	\$113,790	\$113,790	\$ -	\$ -
Consumer Discretionary	78,144	51,606	-	26,538
Education	47,447	-	-	47,447
Information Technology	47,347	47,347	-	-
Foreign	13,070	13,070	-	-
Healthcare	28,036	28,036	-	-
Financial	40,451	39,439	-	1,012
Energy	9,562	9,562	-	-
Telecom Services	2,131	2,131	-	-
Total common and preferred stocks	379,978	304,981	-	74,997
Mutual funds -				
Fixed income funds	251,779	251,779	-	-
Limited partnerships	76,125	-	31,112	45,013
Corporate bonds and other fixed income securities	4,000	-	-	4,000
Real estate:				
Limited partnerships	95	-	-	95
Real estate mortgage notes	1,660	-	-	1,660
Cash and cash equivalents	12,691	12,691	-	-
Total investments at fair value	<u>\$726,328</u>	<u>\$569,451</u>	<u>\$ 31,112</u>	<u>\$125,765</u>

The following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2013.

Common and preferred stocks: Investments that are valued at the closing price reported on the active market on which the individual securities are traded are classified within Level 1. Investments that trade infrequently or not at all, but are valued based on recent third-party transactions in the investment, third party valuations during the year, forecasted operating results, potential mergers or sales and other unobservable inputs, are classified within Level 3.

Mutual funds: Investments are valued at the daily closing price as reported by the fund. Mutual funds held by the Combined Trust are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Combined Trust are deemed to be actively traded, thus are classified within Level 1.

Securities - Limited partnerships: Investments classified within Level 2 are valued at the closing price reported on the active market on which the individual securities are traded adjusted for contractual obligations. Investments classified within Level 3 have significant unobservable inputs, as they trade infrequently or not at all. The selection of appropriate valuation techniques such as the market approach, income approach or cost approach varies by investment and may be affected by the availability of relevant inputs as well as the relative reliability of inputs. The inputs used in estimating the value of Level 3 investments may include original transaction prices and recent transactions in the same or similar instruments, financial information obtained from the issuer, current and projected

financial condition and results of operations of the issuer, current and projected ability of the issuer to service its debt obligations and meet its contractual obligations, current and projected financial, liquidity and performance ratios and information applicable to the issuer, current or projected debt or capital restructuring of the issuer, information regarding any offers or proposals regarding the acquisition or disposition of the issuer and/or the investment, completed or pending third-party transactions in the underlying investment or comparable issuers, length of time since investment was made, rights and terms of securities, and other unobservable inputs. Due to the inherent uncertainty of these estimates, these values may differ materially from the values that would have been used had a ready market for these investments existed.

Corporate bonds and other fixed income securities: Investments that trade infrequently or not at all, and are valued based on original transaction price, are classified within Level 3.

Real estate: Limited partnerships classified within Level 3 are valued based on the partnership's valuations adjusted for contractual obligations and the partnership's analysis of current market conditions. Real estate mortgage notes are valued based on the developer's estimate of actual and projected sales for the projects.

Cash and cash equivalents: Investments are valued at the NAV of \$1.00 per share based on frequent transactions, in which the NAV was \$1.00 in all transactions.

The following table sets forth a summary of changes in the fair value of the Level 3 assets of the CMRT Primary Account for the years ended December 31, 2012 and 2013. The CMRT Subaccount held no Level 3 assets during 2012 or 2013.

	Level 3 Assets					
	<u>Total</u>	<u>Securities</u>			<u>Real estate</u>	
		<u>Common and preferred stock</u>	<u>Limited partnerships</u> (In thousands)	<u>Corporate bonds and securities</u>	<u>Limited partnerships</u>	<u>Mortgage notes</u>
Level 3 fair value at December 31, 2011	\$ 110,970	\$57,095	\$ 47,581	\$4,000	\$ 778	\$1,516
Realized gains, net	791	791	-	-	-	-
Unrealized gains, net	21,209	11,022	10,187	-	-	-
Purchases	2,260	750	1,510	-	-	-
Sales	(10,099)	(2,283)	(7,816)	-	-	-
Level 3 fair value at December 31, 2012	125,131	67,375	51,462	4,000	778	1,516
Realized losses, net	(1,991)	-	-	-	(1,991)	-
Unrealized gains, net	12,159	7,611	2,023	-	2,381	144
Purchases	286	11	275	-	-	-
Sales	(9,820)	-	(8,747)	-	(1,073)	-
Level 3 fair value at December 31, 2013	<u>\$ 125,765</u>	<u>\$74,997</u>	<u>\$ 45,013</u>	<u>\$4,000</u>	<u>\$ 95</u>	<u>\$1,660</u>
The amount of total gains for 2013 included in net increase in net assets resulting from operations attributable to the net change in unrealized gains relating to Level 3 assets still held at December 31, 2013	<u>\$ 9,861</u>	<u>\$ 7,611</u>	<u>\$ 2,023</u>	<u>\$ -</u>	<u>\$ 83</u>	<u>\$ 144</u>

The Combined Trust's policy is to recognize transfers into and out of Level 3 as of December 31st. There were no transfers between levels in the fair value hierarchy during 2012 and 2013. Additional information concerning the Combined Trust's significant Level 3 assets as of December 31, 2013 is presented below. Except as otherwise noted, the Combined Trust has no unfunded commitments with respect to these investments at December 31, 2013.

Common and preferred stocks: This class includes investments in privately held companies primarily in the consumer discretionary and education industries that are focused on growth. The Combined Trust's investment in these companies can only be sold with the approval of the respective issuer.

Limited partnerships: This class includes investments in private equity funds that have different areas of focus with the goal of capital appreciation. One investment with a fair value of \$16.1 million at December 31, 2013 may be partially redeemed without approval of the partnership management with 60 days notice to the partnership, and another investment with a fair value of \$1.7 million at December 31, 2013 may be redeemed without approval of the partnership management on a monthly basis with 90 days notice to the partnership. The remaining investments may be redeemed with the approval of the general partner of the partnership. If the Combined Trust remains invested, distributions will be made from investments as the underlying investments of the partnerships are liquidated.

The agreements covering certain of the Combined Trust's limited partnership interests contain provisions that obligate the Combined Trust to invest additional amounts when and as determined by the general partner. Each of the commitment periods are subject to extension and amendment as provided in the respective limited partnership agreements. The Combined Trust had \$1.2 million in remaining commitments at December 31, 2013 of which \$.1 million had been funded through October 2, 2014. At December 31, 2013, the commitment periods for the limited partnership interests with remaining commitments expire in 2014 through 2023.

Corporate bonds and other fixed income securities: This class includes investments in corporate bonds and other fixed income securities. At December 31, 2013, this class consists of an investment in a note due June 2015 issued by The Whitney International University System Ltd. ("Whitney") (aggregate principal amount of \$4 million; aggregate fair value of \$4 million) which is convertible at the Combined Trust's option, at any time, into common shares of Whitney at a price of \$4.75 per share.

The following tables summarize the valuation methodology and significant unobservable inputs used for the Combined Trust's investments in securities that are categorized within Level 3 of the fair value hierarchy as of December 31, 2012 and 2013:

Assets	Fair value at December 31, 2012	Valuation Technique (In thousands)	Unobservable inputs	Range of inputs (Weighted Average, as applicable)
Common and preferred stocks:				
Education	\$ 39,404	Market Approach/ Market Comparables	Appraised value	100%
Consumer Discretionary	26,959	Income Approach/ Discounted Cash Flows	EBITDA multiple Cost of capital	5.5x - 7.5x 19.1% - 22.0%
Financial	1,012	Market Approach/ Market Comparables	Recent transaction in same security	N/A
Total common and preferred stocks	<u>67,375</u>			
Securities -				
Limited partnerships:				
Private equity fund- Telecom services	17,380	Market Approach/ Market Comparables	Comparable sales Recapitalization Tower cash flow	N/A N/A 17x - 20x
Private equity fund- General	13,014	Income Approach/ Discounted Cash Flows	Book value multiple Capitalization rate EBITDA multiple Illiquidity discount Size premium Weighted average cost of capital	1x - 1.34x 11% 4x - 11x (5.7x) 15% - 20% (16.8%) 3% - 11.8% (5.4%) 7.2% - 18.4% (11.5)%
		Market Approach/ Market Comparables	Appraised value Book value multiple EBITDA multiple Illiquidity discount Net earnings multiple Revenue multiple	50%-100% (97%) 1.34x - 1.6x (1.54x) 3.64x - 11x (8.0x) 15% 26x 0.65x
Private equity fund- Industrial Materials	11,964	Income Approach/ Discounted Cash Flows	EBITDA multiple	5x
Private equity funds- General	3,613	Income Approach/ Discounted Cash Flows	EBITDA multiple	5x
Private equity fund- General	2,279	Market Approach/ Market Comparables	50% M&A Comparable and 50% Publicly Traded Comparable Companies Price/Assets Price/Book Price/Earnings Price/Deposits Tangible Book Premium/ Core Deposits Lack of marketability discount	2.14% - 15.68% 0.41x - 1.52x 7.61x - 25.79x 2.49% - 18.59% 0.00% - 9.38% 15%
Private equity funds- General*	<u>3,212</u>			
Total securities - limited partnerships	<u>51,462</u>			
Corporate bonds and other fixed income securities	4,000	Cost Approach	Original transaction price	N/A
Total Level 3 securities	<u>\$122,837</u>			

* Consists of several private equity funds not considered significant for disclosure of valuation methodology and unobservable inputs.

<u>Assets</u>	<u>Fair value at December 31, 2013</u>	<u>Valuation Technique (In thousands)</u>	<u>Unobservable inputs</u>	<u>Range of inputs (Weighted Average, as applicable)</u>
Common and preferred stocks:				
Education	\$47,447	Market Approach/ Market Comparables	Appraised value	100%
Consumer Discretionary	26,538	Income Approach/ Discounted Cash Flows	EBITDA multiple Cost of capital	5.5x - 7.5x 18.0% - 18.3%
Financial	1,012	Market Approach/ Market Comparables	Recent transaction in same security	N/A
Total common and preferred stocks	<u>74,997</u>			
Securities -				
Limited partnerships:				
Private equity fund- Telecom services	8,353	Market Approach/ Market Comparables	Comparable sales Recapitalization Tower cash flow	N/A N/A 18x - 20x
Private equity fund- General	16,134	Income Approach/ Discounted Cash Flows	Capitalization rate EBITDA multiple Illiquidity discount Reserve discount Size premium Weighted average cost of capital	10.5% 5x - 11x (9.5x) 15% - 35% (21%) 75% 2.7%-11.7% (5.1%) 9.7% - 17.5% (11.6)%
		Market Approach/ Market Comparables	Book value multiple EBITDA multiple Illiquidity discount Net earnings multiple Revenue multiple	1x - 2x (1.7x) 4.2x - 11x (9.2x) 20% 23x 0.8x - 5.7x (1.5x)
Private equity fund- Industrial Materials	11,753	Income Approach/ Discounted Cash Flows	EBITDA multiple	5x
Private equity funds- General	3,603	Income Approach/ Discounted Cash Flows	EBITDA multiple	5x
Private equity fund- General	1,503	Market Approach/ Market Comparables	50% M&A Comparable and 50% Publicly Traded Comparable Companies Price/Assets Price/Book Price/Earnings Price/Deposits Tangible Book Premium/ Core Deposits Lack of marketability discount	2.5% - 16.4% 0.59x - 1.4x 7.69x - 67.23x 2.93% - 18.27% (5.40)% - 9.92%
Private equity funds- General*	<u>3,667</u>			15%
Total securities - limited partnerships	<u>45,013</u>			
Corporate bonds and other fixed income securities	<u>4,000</u>	Cost Approach	Original transaction price	N/A
Total Level 3 securities	<u>\$124,010</u>			

* Consists of several private equity funds not considered significant for disclosure of valuation methodology and unobservable inputs.

Note 4 - Actuarial present value of accumulated benefits:

Accumulated plan benefits are those estimated future payments that are attributable under the Plan's provisions to the services employees have rendered. Accumulated plan benefits include benefits expected to be paid to (i) retired and terminated vested participants or their spouses, (ii) spouses of deceased participants, and (iii) active participants or their spouses. Benefits payable under all circumstances (retirement, death and termination of employment) are included to the extent they are deemed attributable to employee services rendered to the valuation date.

The actuarial present value of accumulated benefits is determined by independent actuaries and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as those for post-retirement mortality) between the valuation date and the expected date of payment. Actuarial valuations are determined at January 1 of each Plan year. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the actuarial present value calculation.

The significant actuarial assumptions used in the valuations as of December 31, 2013 were (i) life expectancy of participants - The Separate RP2014 Annuitants/Non-Annuitants Mortality Tables for Males and Females; (ii) retirement age assumption - the earliest age at which employees are eligible for unreduced benefits; and (iii) interest rate - 7.5%. The interest rate was decreased from 8.5% at December 31, 2012 to 7.5% at December 31, 2013 resulting in a change of \$4.9 million during 2013 to the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated benefits and the changes in the actuarial present value of accumulated benefits are summarized below.

	<u>December 31,</u>	
	<u>2012</u>	<u>2013</u>
	(In thousands)	
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$24,046	\$28,050
Active participants	13,465	13,230
Terminated participants with vested rights	<u>7,678</u>	<u>9,397</u>
	45,189	50,677
Nonvested benefits	<u>2,041</u>	<u>2,690</u>
Total actuarial present value of accumulated plan benefits	<u>\$47,230</u>	<u>\$53,367</u>
	<u>Year ended</u>	
	<u>December 31, 2013</u>	
	(In thousands)	
Actuarial present value of accumulated plan benefits at beginning of year	<u>\$47,230</u>	
Change during the year attributable to:		
Change in actuarial assumptions	4,918	
Increase for interest	3,857	
Benefits paid to participants	(3,770)	
Net benefits accumulated	1,012	
Actuarial experience loss	<u>120</u>	
Net increase	<u>6,137</u>	
Actuarial present value of accumulated plan benefits at end of year	<u>\$53,367</u>	