

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 <u>RETIREMENT PLAN OF SYBRON CHEMICALS INC. FOR UNION EMPLOYEES</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>012</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1958</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>51-0301280</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>412-809-2204</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>325900</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>012</u>	1c Effective date of plan <u>04/01/1958</u>		2b Employer Identification Number (EIN) <u>51-0301280</u>		2c Sponsor's telephone number <u>412-809-2204</u>		2d Business code (see instructions) <u>325900</u>	
1b Three-digit plan number (PN) ▶	<u>012</u>										
1c Effective date of plan <u>04/01/1958</u>											
2b Employer Identification Number (EIN) <u>51-0301280</u>											
2c Sponsor's telephone number <u>412-809-2204</u>											
2d Business code (see instructions) <u>325900</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LANXESS SYBRON CHEMICALS INC.</u> <u>P.O. BOX 66</u> <u>200 BIRMINGHAM ROAD</u> <u>BIRMINGHAM, NJ 08011</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	LUDOVICO MARTIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	LUDOVICO MARTIN
	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: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	156
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	0
b Retired or separated participants receiving benefits		6b	71
c Other retired or separated participants entitled to future benefits		6c	73
d Subtotal. Add lines 6a , 6b , and 6c		6d	144
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	11
f Total. Add lines 6d and 6e		6f	155
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: 1B 1I 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

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

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

A Name of plan <u>RETIREMENT PLAN OF SYBRON CHEMICALS INC. FOR UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LANXESS SYBRON CHEMICALS INC.</u>	D Employer Identification Number (EIN) <u>51-0301280</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>5732264</u>
b Actuarial value	2b <u>5732264</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>81</u> <u>4704751</u>
b For terminated vested participants.....	3b <u>75</u> <u>2270033</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>0</u>
(3) Total active.....	3c(3) <u>0</u>
d Total.....	3d <u>156</u> <u>6974784</u>
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 <u>6.27 %</u>
6 Target normal cost	6 <u>11000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/25/2014</u>
	Signature of actuary	Date
<u>SANNIDH S. AMBERKAR</u>	Type or print name of actuary	<u>14-07276</u>
		Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	Firm name	<u>847-295-5000</u>
		Telephone number (including area code)
<u>4 OVERLOOK POINT</u> <u>LINCOLNSHIRE, IL 60069</u>	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)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>8.98</u> %		
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>6.98</u> % except as otherwise provided (see instructions)		0
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	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	82.18 %
15	Adjusted funding target attainment percentage	15	82.18 %
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	85.03 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2013	50342				
07/15/2013	50205				
10/15/2013	50479				
01/15/2014	50342				
09/15/2014	108105				
			Totals ►	18(b)	309473
				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	290921
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22
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	11000
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		1242520	279921
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	290921
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36		290921
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		290921
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	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39		0
40 Unpaid minimum required contributions for all years	40		0

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☒ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011	
42 Amount of acceleration adjustment	42		0
43 Excess installment acceleration amount to be carried over to future plan years	43		0

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 RETIREMENT PLAN OF SYBRON CHEMICALS INC. FOR UNION EMPLOYEES	B Three-digit plan number (PN) ▶ 012
C Plan sponsor's name as shown on line 2a of Form 5500 LANXESS SYBRON CHEMICALS INC.	D Employer Identification Number (EIN) 51-0301280

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)

THE VANGUARD GROUP

23-1945930

(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?
21 25 28 50 51 52	NONE	13926	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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>RETIREMENT PLAN OF SYBRON CHEMICALS INC. FOR UNION EMPLOYEES</u>		B Three-digit plan number (PN) ► <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LANXESS SYBRON CHEMICALS INC.</u>		D Employer Identification Number (EIN) <u>51-0301280</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	105865	158447
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	40181	39073
(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)		
(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)	5589496	5650573
(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	5735542	5848093

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5735542	5848093
---	-----------	---------	---------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	309473	
(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)		309473
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
(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)		1
(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)	180402	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		180402
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds		2b(4)(A)	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate		2b(5)(A)	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(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)		115128
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		605004

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	478527	
(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)		478527
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)	13926	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		13926
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		492453

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		112551
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: SCHNEIDER DOWNS & COMPANY, LLC.

(2) EIN: 25-1408703

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

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>RETIREMENT PLAN OF SYBRON CHEMICALS INC. FOR UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LANXESS SYBRON CHEMICALS INC.</u>	D Employer Identification Number (EIN) <u>51-0301280</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>26-0081950</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>0</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES
Pittsburgh, Pennsylvania

Financial Statements
and
Supplementary Financial Information
As of December 31, 2013 and 2012
and for the years ended December 31, 2013 and 2012

and Independent Auditors' Report Thereon



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C O N T E N T S

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Retirement Plan of Sybron Chemicals Inc. for Union Employees
Pittsburgh, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan of Sybron Chemicals Inc. for Union Employees (Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the trustee as of December 31, 2013 and 2012 and for the years then ended that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets (held at end of year) and reportable transactions as of or for the year ended December 31, 2013 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Schneider Downs & Co., Inc.

Pittsburgh, Pennsylvania
September 30, 2014

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2013	2012
ASSETS		
Investments, at fair value:		
Registered investment companies	\$5,650,573	\$5,589,496
Interest-bearing cash	39,073	40,181
	<u>5,689,646</u>	<u>5,629,677</u>
Employer contributions receivable	<u>158,447</u>	<u>105,865</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$5,848,093</u></u>	<u><u>\$5,735,542</u></u>

See notes to financial statements.

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS:		
Employer contributions	\$ 309,473	\$ 215,341
Investment income:		
Interest and dividends	180,403	188,130
Net appreciation in fair value of investments	<u>115,128</u>	<u>290,189</u>
	<u>295,531</u>	<u>478,319</u>
 Total Additions	 605,004	 693,660
DEDUCTIONS:		
Benefits paid to participants	478,527	494,189
Administrative expenses	<u>13,926</u>	<u>10,240</u>
 Total Deductions	 <u>492,453</u>	 <u>504,429</u>
 Net Increase In Net Assets Available For Benefits	 112,551	 189,231
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>5,735,542</u>	<u>5,546,311</u>
 End of year	 <u><u>\$5,848,093</u></u>	 <u><u>\$5,735,542</u></u>

See notes to financial statements.

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Retirement Plan of Sybron Chemicals Inc. for Union Employees (Plan) is provided for general information purposes only. Participants should refer to the plan document or the summary plan description for complete information.

General - Effective January 1, 2003, Bayer Corporation in the United States reorganized into independent operating subsidiaries, including Bayer Chemicals Corporation (Bayer). On July 1, 2004, Bayer Corporation established a new operating subsidiary, LANXESS Corporation. LANXESS Corporation was spun-off from Bayer Corporation on January 28, 2005. The Plan is a defined benefit retirement plan that provides benefits to full-time employees of Sybron Chemicals Inc., a subsidiary of LANXESS Corporation (Company or LANXESS), who are members of the United Steelworkers of America Union, AFL-CIO-CLC, Local Number 12238 and Local Number 13939 at the Birmingham, New Jersey plant. The Company is responsible for the administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective May 2, 2008, LANXESS Corporation's wholly owned subsidiary LANXESS Sybron Chemicals discontinued production at its facility in Birmingham, New Jersey. As a result of this event, the Plan was frozen and participants will not accrue additional benefits after May 2, 2008. Additionally, participants became 100% vested as of May 2, 2008.

Vesting and Benefits - Normal retirement age under the Plan is age 65. The Plan permits early retirement with actuarially reduced benefits at age 62 and ten years of service. Participants may elect to receive their pension benefits in the form of a qualified joint and survivor annuity or any of the optional forms of benefits payments set forth in the Plan, including a single life annuity. Monthly benefits under the Plan accrued based upon years of service, as defined by the Plan, multiplied by a retirement income factor determined by date of termination up until May 2, 2008.

The monthly benefit payable to a participant who retires on the participant's normal retirement date on or after January 1, 2004 shall be an amount, commencing as the participant's normal retirement date, determined by multiplying the participant's years of credited service by the applicable amount determined below:

For a participant who retires on or after May 3, 2003 but prior to May 3, 2004, \$31.00
For a participant who retires on or after May 3, 2004 but prior to May 3, 2005, \$32.00
For a participant who retires on or after May 3, 2005 but prior to May 3, 2006, \$33.00
For a participant who retires on or after May 3, 2006 but prior to May 3, 2007, \$34.00
For a participant who retires on or after May 3, 2007 and thereafter, \$35.00

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies consistently applied by management in the preparation of the accompanying financial statements follows:

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

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Valuation of Investments and Income Recognition - The Plan's investments are stated at fair value, which is the price that would be received to sell an asset or paid to transfer a liability (i.e., exit price) in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Net appreciation in the fair value of investments is composed of the unrealized appreciation on investments held during the year and the realized gain (loss) on investments sold during the year. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date.

Valuation of Accumulated Plan Benefits - Accumulated plan benefits are those future payments attributable under the Plan's provisions to employee service rendered to the valuation date, the date as of which the benefit information is presented. Benefits payable under all circumstances - retirement, death, termination of employment - are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits has been determined by Aon Hewitt Associates, the Plan's actuary. It is the 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 for retirement, death, disability or withdrawal) between the valuation date and the expected date of payment. Actuarial valuations are based on demographic information as of the beginning of the plan year.

Among the significant assumptions used in the valuations of accumulated plan benefits were:

	<u>2013</u>	<u>2012</u>
Interest rate	5.00%	7.00%
Life expectancy of participants	Generational Mortality Table for annuitants and non-annuitants per §1.430(h)(3)-1(d) Revenue Ruling 96-7 Mortality Table for disability after 12/31/94 - disabled	Generational Mortality Table for annuitants and non-annuitants per §1.430(h)(3)-1(d) Revenue Ruling 96-7 Mortality Table for disability after 12/31/94 - disabled
Average retirement age	62	62

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

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of 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 and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan invests in various investment instruments, primarily registered investment companies. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

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

Plan Expenses - The administrative costs and fees of the Plan are generally paid by the Company, with the exception of trustee fees, which are paid by the Plan.

Payment of Benefits - Benefit payments are recorded when paid.

Subsequent events are events or transactions that occur after the balance sheet date, but before the financial statements are issued or are available to be issued. Management has evaluated subsequent events through September 30, 2014, the date on which the financial statements were available to be issued.

NOTE 3 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The composition of the actuarial present value of accumulated plan benefits as of December 31, 2012 is:

Vested benefits:	
Retirees and beneficiaries	\$ 5,133,901
Deferred vested	<u>2,844,300</u>
Total vested benefits	\$ <u>7,978,201</u>

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 3 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The actuarial present value of accumulated plan benefits as of December 31, 2012 and the changes in the benefits are presented below:

Actuarial present value of accumulated plan benefits, January 1, 2012	\$ 6,507,706
Interest accumulation	438,535
Benefits paid	(494,189)
Actuarial assumption changes	1,480,182
Other	<u>45,967</u>
Actuarial present value of accumulated plan benefits, December 31, 2012	\$ <u>7,978,201</u>

NOTE 4 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets available for benefits at December 31:

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Vanguard Total Bond Market Index Fund Investor	\$ 2,258,192	\$ 2,240,994
Vanguard Intermediate-Term Investment Grade Investor	1,356,173	1,346,275
Vanguard Short-Term Investment Grade	903,098	895,915
Vanguard Total Stock Market Index Fund Investor	566,515	550,710

NOTE 5 - FAIR VALUE MEASUREMENT

The FASB Accounting Standards Codification topic Fair Value Measurements and Disclosures provides a framework for measuring fair value under generally accepted accounting principles and, among other things, requires enhanced disclosures about assets and liabilities recognized at fair value.

This topic requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the assumptions (i.e., inputs) used in the valuation. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. Financial assets and liabilities are classified in their entirety based on the lowest level of input significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 5 - FAIR VALUE MEASUREMENT (Continued)

Fair value hierarchy is defined as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

At December 31, 2013 and 2012, the Plan's investments consist of registered investment companies. Shares of registered investment companies are valued at quoted market prices. There have been no changes in the methodologies used at December 31, 2013 and 2012.

The valuations of the Plan's investments at December 31 according to the fair value hierarchy are summarized as follows:

2013				
	Level 1	Level 2	Level 3	Total
Assets:				
Registered investment companies:				
Fixed-income funds	\$ 4,517,463	-	-	\$ 4,517,463
Domestic stock funds	1,133,110	-	-	1,133,110
Interest-bearing cash	39,073	-	-	39,073
Total investments at fair value	\$ 5,689,646	-	-	\$ 5,689,646

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 5 - FAIR VALUE MEASUREMENT (Continued)

	2012			
	Level 1	Level 2	Level 3	
Assets:				
Registered investment companies:				
Fixed-income funds	\$ 4,483,144	-	-	\$ 4,483,144
Domestic stock funds	1,106,352	-	-	1,106,352
Interest-bearing cash	40,181	-	-	40,181
Total investments at fair value	\$ 5,629,677	-	-	\$ 5,629,677

NOTE 6 - FUNDING POLICY

Contributions to provide for all participants' and beneficiaries' benefits under the Plan by the time they become eligible to receive such benefits are made solely by the Company. Annual contributions are actuarially computed using the standard unit credit method as of January 1, 2008, which was a change from the projected unit credit cost method. In 2012 and 2013, the Company's contributions meet the minimum funding requirements of ERISA.

NOTE 7 - PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan in certain circumstances to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

In the event the Plan is terminated, the Plan's net assets will be allocated in the order of priority set forth by ERISA and its related regulations.

Whether all participants and/or beneficiaries receive their full benefits if the Plan were to be terminated will depend on the sufficiency of the Plan's net assets, at that time, to pay those benefits and may also depend on the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC).

If the Plan is terminated, certain pension benefits under the Plan are insured by the PBGC. Generally, the PBGC guarantees most vested normal retirement, early retirement and beneficiary benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection provided by the PBGC is subject to certain limitations. Vested benefits are guaranteed at the level in effect on the date of the Plan's termination, except for those benefits that become nonforfeitable solely because of Plan termination.

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 8 - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated April 18, 2002 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 9 - INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of the investment information regarding the Plan included in the Plan's financial statements that was prepared by, or derived from information prepared by, Vanguard Fiduciary Trust Company (Vanguard), the trustee of the Plan, and furnished to the Plan administrator at December 31, 2013 and 2012, and for the years then ended. The Plan administrator has obtained a certification from Vanguard that such information is complete and accurate.

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Registered investment companies	\$ 5,650,573	\$ 5,589,496
Interest-bearing cash	39,073	40,181
Investment income:		
Interest and dividends	180,403	188,130
Net appreciation in fair value of investments	115,128	290,189

NOTE 10 - RELATED-PARTY TRANSACTIONS

The Plan invests in certain funds managed by Vanguard. As discussed in Note 2, the Company may pay certain administrative expenses or perform administrative functions on behalf of the Plan for which no fees are charged. These transactions qualify as party-in-interest transactions that are allowable under ERISA.

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SUPPLEMENTARY FINANCIAL INFORMATION

**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**B** Three-digit
plan number (PN) ►

012

RETIREMENT PLAN OF SYBRON CHEMICALS INC. FOR UNION EMPLOYEES

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF**D** Employer Identification Number (EIN)

LANXESS SYBRON CHEMICALS INC.

51-0301280

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 1 Day 1 Year 2013**2** Assets:

	2a	2b
a Market value	5,732,264	
b Actuarial value		5,732,264

3 Funding target/participant count breakdown:**(1) Number of participants****(2) Funding Target**

	3a	3b	3c(1)	3c(2)	3c(3)	3d
a For retired participants and beneficiaries receiving payment.....	81					
b For terminated vested participants.....	75					
c For active participants:						
(1) Non-vested benefits						
(2) Vested benefits						
(3) Total active.....	0					
d Total.....	156					

4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐

	4a	4b
a Funding target disregarding prescribed at-risk assumptions		
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.....		

5 Effective interest rate **5** 6.27 %**6** Target normal cost **6** 11,000**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**

Sannidh Amberkar, S.A.

Signature of actuary

09/25/2014

Date

Sannidh S. Amberkar

Type or print name of actuary

14-07276

Most recent enrollment number

Hewitt Associates LLC

Firm name

(847) 295-5000

Telephone number (including area code)

4 Overlook Point

Lincolnshire

IL 60069

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 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 4
22 Weighted average retirement age			22
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	11,000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	1,242,520		279,921
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	290,921	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	290,921	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	290,921	
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	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☒ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2013

Date	Amount	Interest Rate	Days to Discount to 1/1/2013	Interest Rate	Days to Discount to 1/1/2013	Interest Adjusted Contribution
April 15, 2013	\$ 50,342	6.27%	104			\$ 49,477
July 15, 2013	50,205	6.27%	195			48,600
October 15, 2013	137	6.27%	287	11.27%	92	129
October 15, 2013	50,342	6.27%	287			47,991
January 15, 2014	50,342	6.27%	379			47,261
September 15, 2014	<u>108,105</u>	6.27%	622			<u>97,463</u>
Total Contribution	\$ 309,473					\$ 290,921

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

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

Actuarial Assumptions and Methods

For ERISA Requirements

Interest Rates for Minimum Funding Purposes

Based on segment rates with a four-month lookback (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21

1st Segment Rate	4.94%
2nd Segment Rate	6.15%
3rd Segment Rate	6.76%

Interest Rates for Maximum Tax Purposes

Based on segment rates with a four-month lookback (as of September 2012), without regard to the MAP-21 interest rate corridor

1st Segment Rate	1.75%
2nd Segment Rate	4.62%
3rd Segment Rate	5.72%

Optional Payment Form Election Percentage

65% single life annuity
25% joint and 50% survivor annuity
10% joint and 100% survivor annuity

Retirement Age

Active Participants
Terminated Vested Participants

None. Only inactives post plan shutdown.
Age 62

Mortality Rates

Healthy

Generational mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(d)

Disabled

Revenue Ruling 96-7 mortality table for disability after December 31, 1994

Withdrawal Rates

None. Only inactives post plan shutdown.

Disability Rates

None. Only inactives post plan shutdown.

Decrement Timing

Middle of year decrements, with 100% retirement occurring at beginning of year

Surviving Spouse Benefit

It is assumed that 70% of males and 70% of females have an eligible spouse, and that males

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

are three years older than their spouses.

Benefit Limits

Projected benefits are limited by the current IRC section 415 maximum benefit of \$205,000.

Valuation of Plan Assets

Fair market value

Trust Expenses Included in Target Normal Cost

Prior year administrative expenses rounded to \$1,000 (\$11,000 for 2013)

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Schedule SB, Part V—Summary of Plan Provisions

History of Plan

The schedule of the multiplier since April 1, 1986 is shown below. New multipliers apply to all years of service for active participants on or after the date established.

Retirement Date	Benefit Multiplier
April 1, 1986–March 31, 1987	\$ 14.00
April 1, 1987–March 31, 1988	\$ 15.00
April 1, 1988–March 31, 1989	\$ 16.00
April 1, 1989–March 31, 1990	\$ 17.00
April 1, 1990–March 31, 1991	\$ 18.50
April 1, 1991–March 31, 1992	\$ 19.50
April 1, 1992–March 31, 1993	\$ 20.50
April 1, 1993–March 31, 1994	\$ 22.50
April 1, 1994–March 31, 1996	\$ 23.50
April 1, 1996–March 31, 1997	\$ 24.00
April 1, 1997–March 31, 1998	\$ 24.50
April 1, 1998–March 31, 1999	\$ 25.00
April 1, 1999–March 31, 2000	\$ 26.00
April 1, 2000–March 31, 2001	\$ 27.00
April 1, 2001–May 2, 2002	\$ 28.00
May 3, 2002–May 2, 2003	\$ 30.00
May 3, 2003–May 2, 2004	\$ 31.00
May 3, 2004–May 2, 2005	\$ 32.00
May 3, 2005–May 2, 2006	\$ 33.00
May 3, 2006–May 2, 2007	\$ 34.00
May 3, 2007 and after	\$ 35.00

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Summary of Plan Provisions

Participation	Employees who are covered under a collective bargaining agreement with United Steelworkers of America, AFL-CIO-CIO, Local #12238 and 13939 as of the date of hire.
Plan Freeze	On May 2, 2008, the Birmingham Plant was shutdown. Service is frozen as of the shutdown date. Nonvested participants were fully vested in their benefit upon plan freeze.
Normal Retirement Eligibility	Age 65.
Monthly Benefit	\$35.00 time years of benefit service.
Early Retirement Eligibility	Age 55 and 10 years of service prior to plan freeze.
Benefit	Accrued normal retirement benefit reduced 5/9% per month up to 60 months plus 5/18% per month in excess of 60 months, for commencement prior to age 65. However, the reductions begin at age 62 with a breakpoint of 24 months for participants with 30 years of service prior to plan freeze.
Late Retirement Benefit	Accrued normal retirement benefit including accruals beyond age 65.
Disability Retirement Eligibility	Ten years of service prior to plan freeze.
Benefit	Unreduced accrued benefit at time of disability, payable immediately.
Deferred Vested Retirement Eligibility	Five years of service prior to plan freeze. Note that the all nonvested participants were fully vested as of the freeze date.
Benefit	Accrued benefit payable at age 65, or for participants with 10 years of service at age 55 or later reduced 5/9% per month up to 60 months plus 5/18% per month in excess of 60 months for commencement prior to age 65.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Preretirement Death Benefit

Eligibility

Actives or inactives with three years of service prior to plan freeze.

Benefit

The early retirement benefit the spouse would have received had the participant terminated immediately prior to death with benefit payable on an actuarial equivalent 50% joint and survivor annuity beginning on the later of employee's death or early retirement eligibility.

Form of Benefit Payment

Normal

Single life annuity payable monthly, but for married participants, unless elected otherwise, there is in effect an automatic 50% joint and survivor option on an actuarially equivalent basis.

Optional

50% or 100% joint and survivor annuity.

Plan Changes Since the Prior Year

The funding and plan reporting valuations do not reflect any plan changes.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

The actuarial valuation was conducted on an ongoing (not termination) basis using personnel data furnished as of January 1, 2013 by LANXESS Corporation. The dates and amounts of contributions are based on information supplied by LANXESS Corporation. Asset information was furnished by Vanguard.

All applicable IRC Section 415 limits have been taken into account to the extent that no participants are expected to be affected by the limits.

The target liability was calculated using the segment rates with a four-month lookback (September 2012 rates). As such, "4" was entered on line 21b as the applicable lookback month.

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall 1	\$ 297,556	January 1, 2008	2	\$ 152,364
Shortfall 2	\$ (225,964)	January 1, 2009	3	\$ (78,981)
Shortfall 3	\$ 528,892	January 1, 2010	6	\$ 99,925
Shortfall 4	\$ 276,790	January 1, 2011	7	\$ 46,194
Shortfall 5	\$ (24,400)	January 1, 2012	6	\$ (4,610)
Shortfall 6	\$ 389,646	January 1, 2013	7	\$ 65,029
	<u>\$ 1,242,520</u>			<u>\$ 279,921</u>

Note that LANXESS Corporation elected the “2+7” Funding Relief schedule for the 2010 and 2011 Plan Year. Without funding relief, the initial amortization amount for Shortfall 3 was \$100,856 during 2010 Plan Year, and the initial amortization amount for Shortfall 4 was \$46,590 during 2011 Plan Year.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2013

Date	Amount	Interest Rate	Days to Discount to 1/1/2013	Interest Rate	Days to Discount to 1/1/2013	Interest Adjusted Contribution
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September 15, 2014	108,105	6.27%	622			97,463
Total Contribution	\$ 309,473					\$ 290,921

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
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	<u>\$ 1,242,520</u>			<u>\$ 279,921</u>

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Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

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

Actuarial Assumptions and Methods

For ERISA Requirements

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	4.94%
2nd Segment Rate	6.15%
3rd Segment Rate	6.76%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2012), without regard to the MAP-21 interest rate corridor
1st Segment Rate	1.75%
2nd Segment Rate	4.62%
3rd Segment Rate	5.72%
Optional Payment Form Election Percentage	65% single life annuity 25% joint and 50% survivor annuity 10% joint and 100% survivor annuity
Retirement Age	
Active Participants	None. Only inactives post plan shutdown.
Terminated Vested Participants	Age 62
Mortality Rates	
Healthy	Generational mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(d)
Disabled	Revenue Ruling 96-7 mortality table for disability after December 31, 1994
Withdrawal Rates	None. Only inactives post plan shutdown.
Disability Rates	None. Only inactives post plan shutdown.
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$205,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	Prior year administrative expenses rounded to \$1,000 (\$11,000 for 2013)
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Schedule SB, Part V—Summary of Plan Provisions

History of Plan

The schedule of the multiplier since April 1, 1986 is shown below. New multipliers apply to all years of service for active participants on or after the date established.

Retirement Date	Benefit Multiplier
April 1, 1986–March 31, 1987	\$ 14.00
April 1, 1987–March 31, 1988	\$ 15.00
April 1, 1988–March 31, 1989	\$ 16.00
April 1, 1989–March 31, 1990	\$ 17.00
April 1, 1990–March 31, 1991	\$ 18.50
April 1, 1991–March 31, 1992	\$ 19.50
April 1, 1992–March 31, 1993	\$ 20.50
April 1, 1993–March 31, 1994	\$ 22.50
April 1, 1994–March 31, 1996	\$ 23.50
April 1, 1996–March 31, 1997	\$ 24.00
April 1, 1997–March 31, 1998	\$ 24.50
April 1, 1998–March 31, 1999	\$ 25.00
April 1, 1999–March 31, 2000	\$ 26.00
April 1, 2000–March 31, 2001	\$ 27.00
April 1, 2001–May 2, 2002	\$ 28.00
May 3, 2002–May 2, 2003	\$ 30.00
May 3, 2003–May 2, 2004	\$ 31.00
May 3, 2004–May 2, 2005	\$ 32.00
May 3, 2005–May 2, 2006	\$ 33.00
May 3, 2006–May 2, 2007	\$ 34.00
May 3, 2007 and after	\$ 35.00

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Summary of Plan Provisions

Participation	Employees who are covered under a collective bargaining agreement with United Steelworkers of America, AFL-CIO-CIO, Local #12238 and 13939 as of the date of hire.
Plan Freeze	On May 2, 2008, the Birmingham Plant was shutdown. Service is frozen as of the shutdown date. Nonvested participants were fully vested in their benefit upon plan freeze.
Normal Retirement Eligibility	Age 65.
Monthly Benefit	\$35.00 time years of benefit service.
Early Retirement Eligibility	Age 55 and 10 years of service prior to plan freeze.
Benefit	Accrued normal retirement benefit reduced 5/9% per month up to 60 months plus 5/18% per month in excess of 60 months, for commencement prior to age 65. However, the reductions begin at age 62 with a breakpoint of 24 months for participants with 30 years of service prior to plan freeze.
Late Retirement Benefit	Accrued normal retirement benefit including accruals beyond age 65.
Disability Retirement Eligibility	Ten years of service prior to plan freeze.
Benefit	Unreduced accrued benefit at time of disability, payable immediately.
Deferred Vested Retirement Eligibility	Five years of service prior to plan freeze. Note that the all nonvested participants were fully vested as of the freeze date.
Benefit	Accrued benefit payable at age 65, or for participants with 10 years of service at age 55 or later reduced 5/9% per month up to 60 months plus 5/18% per month in excess of 60 months for commencement prior to age 65.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Retirement Plan of Sybron Chemicals Inc. for Union Employees
EIN: 51-0301280 PN: 012

Preretirement Death Benefit

Eligibility

Actives or inactives with three years of service prior to plan freeze.

Benefit

The early retirement benefit the spouse would have received had the participant terminated immediately prior to death with benefit payable on an actuarial equivalent 50% joint and survivor annuity beginning on the later of employee's death or early retirement eligibility.

Form of Benefit Payment

Normal

Single life annuity payable monthly, but for married participants, unless elected otherwise, there is in effect an automatic 50% joint and survivor option on an actuarially equivalent basis.

Optional

50% or 100% joint and survivor annuity.

Plan Changes Since the Prior Year

The funding and plan reporting valuations do not reflect any plan changes.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

The actuarial valuation was conducted on an ongoing (not termination) basis using personnel data furnished as of January 1, 2013 by LANXESS Corporation. The dates and amounts of contributions are based on information supplied by LANXESS Corporation. Asset information was furnished by Vanguard.

All applicable IRC Section 415 limits have been taken into account to the extent that no participants are expected to be affected by the limits.

The target liability was calculated using the segment rates with a four-month lookback (September 2012 rates). As such, "4" was entered on line 21b as the applicable lookback month.

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

EIN: 51-0301280
PLAN NUMBER: 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund Investor	\$2,091,246	\$2,258,192
*	Vanguard Fiduciary Trust Company	Vanguard Intermediate-Term Investment Grade Investor	1,280,597	1,356,173
*	Vanguard Fiduciary Trust Company	Vanguard Short-Term Investment Grade	875,486	903,098
*	Vanguard Fiduciary Trust Company	Vanguard Total Stock Market Index Fund Investor	441,616	566,515
*	Vanguard Fiduciary Trust Company	Vanguard PRIMECAP Fund Investor	254,019	282,887
*	Vanguard Fiduciary Trust Company	Vanguard Windsor Fund Investor	264,876	283,708
*	Vanguard Fiduciary Trust Company	Vanguard Prime Money Market Fund	40,141	39,073
			<u>\$5,247,981</u>	<u>\$5,689,646</u>

* Represents party-in-interest

See independent auditors' report.

RETIREMENT PLAN OF SYBRON
CHEMICALS INC. FOR UNION EMPLOYEES

EIN: 51-0301280
PLAN NUMBER: 002

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expenses Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
<u>Series of transactions greater than 5% of net assets in the aggregate:</u>								
Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund Investor (a)	\$239,967	N/A	N/A	-	\$239,967	\$239,967	N/A
Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund Investor (b)	N/A	\$280,108	N/A	-	280,108	280,108	-

(a) Represents 6 purchase transactions.

(b) Represents 8 sales transactions.

See independent auditors' report.