

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>FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/2001</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/2001</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/2001</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FMC TECHNOLOGIES, INC.</u> <u>5875 N. SAM HOUSTON PARKWAY WEST</u> <u>HOUSTON, TX 77086</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-4412642</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>281-591-4000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-4412642</u>	2c Sponsor's telephone number <u>281-591-4000</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>36-4412642</u>					
2c Sponsor's telephone number <u>281-591-4000</u>					
2d Business code (see instructions) <u>339900</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.	10/10/2014	MARTIN EICHLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	MARK SCOTT
	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)			

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

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	6859
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	2526
b Retired or separated participants receiving benefits	6b	2030
c Other retired or separated participants entitled to future benefits.....	6c	1889
d Subtotal. Add lines 6a , 6b , and 6c	6d	6445
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	410
f Total. Add lines 6d and 6e	6f	6855
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	36
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> 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>FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FMC TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>36-4412642</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>479838670</u>
b Actuarial value	2b <u>467359515</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>2300</u> <u>162438379</u>
b For terminated vested participants.....	3b <u>1877</u> <u>57060055</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>2778689</u>
(2) Vested benefits	3c(2) <u>163236074</u>
(3) Total active.....	3c(3) <u>2688</u> <u>166014763</u>
d Total.....	3d <u>6865</u> <u>385513197</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>6.37 %</u>
6 Target normal cost	6 <u>15627395</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>10/09/2014</u>
	Signature of actuary	Date
<u>LAURA PINKALL, FSA, EA</u>		<u>14-07223</u>
	Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>		<u>214-220-3500</u>
	Firm name	Telephone number (including area code)
<u>1717 MAIN STREET, SUITE 4400</u> <u>DALLAS, TX 75201</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)	31629197	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	15421363	
9 Amount remaining (line 7 minus line 8)	16207834	0
10 Interest on line 9 using prior year's actual return of <u>15.08</u> %	2444141	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		14108813
b Interest on (a) using prior year's effective interest rate of <u>5.61</u> % except as otherwise provided (see instructions)		2127609
c Total available at beginning of current plan year to add to prefunding balance		16236422
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	18651975	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	116.39 %
15 Adjusted funding target attainment percentage	15	121.23 %
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	101.57 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th 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 64
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	15627395										
b Excess assets, if applicable, but not greater than line 31a	31b	15627395										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0										
	Carryover balance	Prefunding balance	Total balance									
35 Balances elected for use to offset funding requirement.....	8859346		8859346									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b											
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

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

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

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 FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FMC TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 36-4412642

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 NORTHERN TRUST COMPANY 36-1561860

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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)

RUANE, CUNNIFF & GOLDFARB INC

13-2628641

(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?
28	NONE	905898	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ASSOCIATES LLC

36-2235791

(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?
64	NONE	577837	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DALTON INVESTMENT LLC

95-4736598

(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?
28	NONE	427254	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)

ROYCE & ASSOCIATES

52-2343043

(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?
27	NONE	400062	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BROWN BROTHERS HARRIMAN TRUST CO.

13-3193410

(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?
28	NONE	349179	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CARDINAL CAPITAL MANAGEMENT, LLC

06-1422705

(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?
28	NONE	342942	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)

NORTHERN TRUST COMPANY

36-1561860

(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	NONE	276776	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TWEEDY BROWNE COMPANY LLC

13-3381587

(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?
28	NONE	159202	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-3381587

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	110406	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)

SPEECE THORSON CAPITAL GROUP

41-1701874

(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?
28	NONE	74285	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GMO LLC

04-2691242

(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?
28	NONE	19964	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWER WATSON

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	13125	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)

MCCONNELL & JONES, LLP

76-0488832

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	7000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 FMC TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 36-4412642	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: COLTV SHORT TERM INVT FD

b Name of sponsor of entity listed in (a): THE NORTHERN TRUST COMPANY

c EIN-PN 36-6036794-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36415712
--	--	--

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

b Name of sponsor of entity listed in (a): GRANTHAM, MAYO & VAN OTTERLOO CO

c EIN-PN 04-6566648-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59492441
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FMC TECHNOLOGIES, INC.</u>		D Employer Identification Number (EIN) <u>36-4412642</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)	18000000	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	7173433	6910619
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	20590905	26526670
(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)	4717827	4921494
(B) Common	1c(4)(B)	179861721	236339062
(5) Partnership/joint venture interests	1c(5)	40094711	52108260
(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)	87987676	95908153
(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)	67356249	83672594
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	61007506	78141234

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	486790028	584528086

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	0	7719793
j Other liabilities	1j	7289710	755295
k Total liabilities (add all amounts in lines 1g through 1j)	1k	7289710	8475088

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	479500318	576052998
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	43217	
(B) U.S. Government securities	2b(1)(B)	2905	
(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)		46122
(2) Dividends: (A) Preferred stock	2b(2)(A)	219695	
(B) Common stock	2b(2)(B)	2527646	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1949322	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4696663
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	74950685	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	65421886	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		9528799
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	59408183	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		59408183

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		11995268
(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)		14367023
c Other income.....	2c		20367089
d Total income. Add all income amounts in column (b) and enter total.....	2d		120409147

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	18869460	
(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)		18869460
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)	130531	
(2) Contract administrator fees.....	2i(2)	577837	
(3) Investment advisory and management fees.....	2i(3)	2678786	
(4) Other.....	2i(4)	569853	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3957007
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		22826467

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		97582680
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		1030000

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: MCCONNELL & JONES, L.L.P.

(2) EIN: 76-0488832

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
JBT CORPORATION EMPLOYEES' RETIREMENT PROGRAM	91-1650317	001

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>FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FMC TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>36-4412642</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>36-4424897</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: 71.0% Investment-Grade Debt: 2.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 27.0%

- 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):

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
FMC TECHNOLOGIES, INC.
EMPLOYEES' RETIREMENT PROGRAM
DECEMBER 31, 2013 AND 2012**

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Independent Auditors' Report

To the Participants and Plan Administrator of
the FMC Technologies, Inc. Employees' Retirement Program

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of FMC Technologies, Inc. Employees' Retirement Program (the 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 Financial Statements.

Plan Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). 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), Plan management instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 7, which was certified by Northern Trust Company, the trustee of the Plan (Trustee), except for comparing such information with the related information included in the financial statements. We have been informed by Plan management that the Trustee holds the Plan's investment assets and executes investment transactions. Plan management has obtained a certification from the Trustee as of December 31, 2013 and 2012 and for the years then ended, that the information provided to Plan management by the Trustee is complete and accurate.

Disclaimer of Opinion

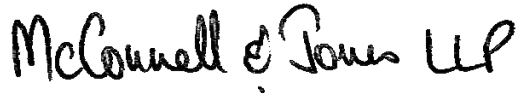
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplementary information listed in the table of contents as of and for the year ended December 31, 2013 is required by DOL Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplementary information.

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 supplementary information, other than that derived from the information certified by the Trustee (or Custodian), has been audited by us in accordance with US GAAS and, in our opinion, is presented in compliance with DOL Rules and Regulations for Reporting and Disclosure under ERISA.



Houston, Texas

September 26, 2014

**FMC TECHNOLOGIES, INC. EMPLOYEES’
RETIREMENT PROGRAM**

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
Assets		
Investments at fair value (Note 7):		
Common stock	\$ 236,339,062	\$ 179,861,721
Preferred stock	4,921,494	4,717,827
Common / collective trusts	95,908,153	87,987,676
Registered investment companies	83,672,594	67,356,249
Limited partnerships	52,108,260	40,094,711
Hedge funds	64,889,915	55,603,221
Cash	26,526,670	20,590,905
Other	13,251,319	5,404,285
Total investments at fair value	577,617,467	461,616,595
Receivables:		
Employer contributions	—	18,000,000
Interest and dividends receivable	215,358	176,065
Unsettled purchases	6,695,261	6,997,368
Total receivables	6,910,619	25,173,433
Total assets	584,528,086	486,790,028
Liabilities		
Unsettled sales	7,719,793	6,277,882
Accrued expenses	755,295	1,011,828
Total liabilities	8,475,088	7,289,710
Net assets available for benefits	\$ 576,052,998	\$ 479,500,318

The accompanying notes are an integral part of the financial statements.

**FMC TECHNOLOGIES, INC. EMPLOYEES’
RETIREMENT PROGRAM**

Statements of Changes in Net Assets Available for Benefits

	Year ended December 31,	
	2013	2012
Investment income:		
Interest and dividends	\$ 5,012,455	\$ 6,566,925
Net appreciation in fair value of investments (Note 7)	115,396,692	53,909,175
Total net investment income	120,409,147	60,476,100
Employer contributions	—	18,000,000
Total additions	120,409,147	78,476,100
Deductions from net assets attributed to:		
Benefits paid directly to participants	18,869,460	14,426,997
Administrative expenses	3,957,007	3,598,729
Total deductions	22,826,467	18,025,726
Net increase in net assets available for benefits before transfer out	97,582,680	60,450,374
Transfer of assets to JBT (Note 1)	(1,030,000)	—
Net increase in net assets available for benefits	96,552,680	60,450,374
Net assets available for benefits:		
Beginning of year	479,500,318	419,049,944
End of year	<u>\$ 576,052,998</u>	<u>\$ 479,500,318</u>

The accompanying notes are an integral part of the financial statements.

**FMC TECHNOLOGIES, INC. EMPLOYEES’
RETIREMENT PROGRAM
NOTES TO FINANCIAL STATEMENTS**

NOTE 1. DESCRIPTION OF THE PLAN

The following description of the FMC Technologies, Inc. Employees’ Retirement Program (the “Plan”) provides general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions. The Plan is a defined benefit pension plan covering certain employees of FMC Technologies, Inc. (the “Company”), its retirees and terminated vested employees. The Plan is subject to the provisions of The Employee Retirement Security Act of 1974, as amended (“ERISA”). The Plan’s assets are held in a trust with The Northern Trust Company (the “Trustee”). All of the assets of the Plan are available to pay benefits to participants of the Plan.

On October 2, 2009, the Board of Directors of the Company amended the Plan to freeze participation in the Plan for all new nonunion employees hired or rehired on or after January 1, 2010 and current nonunion employees with less than 5 years of vesting service as of December 31, 2009. For current nonunion employees with less than 5 years of vesting service as of December 31, 2009, benefits accrued under the Plan and earned as of that date were frozen based on credited service and pay as of December 31, 2009.

On July 31, 2008, the Company completed the spin-off of its FoodTech and Airport Services businesses into a separate publicly traded company named John Bean Technologies Corporation. On March 20, 2013, pursuant to an IRS compliance statement, John Bean Technologies Corporation, the JBT Corporation Employees’ Retirement Program, FMC Technologies, Inc. and the Plan agreed to certain corrective action required to be taken with respect to an inadvertent operational compliance error that occurred under the plans during the spin-off. The corrective action agreed by all the parties resulted in a transfer of assets of \$1,030,000 from the Plan to the JBT Corporation Employees’ Retirement Program on March 21, 2013.

The Employee Benefits Committee and Plan Investment Committee are subcommittees of the Compensation Committee of the Board of Directors of the Company. The Employee Benefits Committee has overall responsibility for the operation and administration of the Plan while the investment decisions related to the Plan are made by the Plan Investment Committee.

The following provisions of the Plan apply to the eligible salaried and nonunion hourly employees of the Company:

The normal retirement age is 65. A participant who terminates employment prior to completing five years of vesting service is not eligible to receive a pension under the Plan. However, an active participant becomes vested at age 65 regardless of the years of service.

The normal annual benefit amount is equal to the sum of [(1) + (2)] times (3) where:

- (1) 1% of final average* annual earnings up to allowable Social Security Covered Compensation
Plus
1.5% of final average* annual earnings in excess of allowable Social Security Covered Compensation
Times
Years of credited service projected to age 65 (maximum of 35 years)
- (2) 1.5% of final average* annual earnings times years of credited service projected to age 65 in excess of 35 years, and

- (3) Ratio of years of credited service as of termination to years of credited service projected to age 65

*average is the highest consecutive 60 months of the last 120 months of eligible earnings

A participant's retirement benefit is increased by \$1.00 for each \$120 of unwithdrawn employee contributions accumulated with interest.

Plan participants hired before January 1, 1984 are eligible for early retirement on or after age 55. Plan participants hired after December 31, 1983 are eligible for early retirement following attainment of age 55 and 10 years of credited service. For early retirement, the benefit is the monthly accrued benefit, reduced by early retirement reduction factors outlined in the Plan.

The Plan provides for surviving spouse benefits in the case of the death of an active participant. In addition, the Plan offers retirees the option to elect joint and survivor annuity payment options to provide benefits to a surviving spouse or beneficiary of a retired participant.

The following provisions of the Plan apply to bargained employees of FMC Technologies Measurement Solutions, Inc. (formerly Smith Meter, Inc.):

The normal retirement age is the earlier of age 62 with 10 years of vesting service or age 65. A participant who terminates employment prior to completing vesting service of 5 years is not eligible to receive a pension under the Plan. The normal monthly benefit amount is \$38.00 times the years of service. Participants are entitled to early retirement following attainment of age 57 and 10 years of credited service. For early retirement, the benefit is the monthly accrued benefit, reduced by early retirement reduction factors outlined in the Plan. Certain union participants are eligible for disability retirement benefits upon becoming permanently and totally disabled after completing 10 years of credited service. The Plan provides for surviving spouse benefits in the case of the death of an active participant. In addition, the Plan offers retirees the option to elect joint and survivor annuity payment options to provide benefits to a surviving spouse or beneficiary of a retired participant.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America ("GAAP").

b. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management of the Plan to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. See Note 8 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation in the fair value of its investments which consists of the related gains and losses on investments bought and sold during the year, and the unrealized gains and losses on investments held during the year. Dividends are recorded on the record date. Interest income is recorded on the accrual basis.

d. Administrative Expenses

All permitted administrative expenses are paid from the Plan unless the Company, in its discretion, pays such expenses. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation presented in the accompanying statements of changes in net assets available for benefits.

e. Payment of Benefits

Benefit payments to participants and beneficiaries are recorded when paid.

f. Management Review of Subsequent Events

In preparing the accompanying financial statements, the management of the Plan has evaluated subsequent events that have occurred after December 31, 2013 and through September 26, 2014, the date the financial statements were available to be issued, for inclusion in the financial statements and notes to the financial statements.

NOTE 3. FUNDING POLICY

The Company contributes to the Plan such sums as are actuarially determined to be necessary to provide defined pension benefits to participants, maintain certain acceptable funding levels, and ensure that all contributions are deductible for federal income tax purposes.

The Company's contributions are designed to satisfy the minimum funding requirements under ERISA and the Pension Protection Act of 2006, as amended. In addition, the Company may decide to make contributions above the minimum funding requirements. The determination of required contributions to be made by the Company during 2013 and 2012 was based upon actuarial valuations as of January 1 of each year. There was no minimum required contribution for 2013 or 2012 under ERISA. However, the Company made voluntary contributions of nil and \$18.0 million for the 2013 and 2012 plan years, respectively.

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. See Note 4 to these financial statements for additional disclosure related to plan termination.

NOTE 4. PLAN TERMINATION

Although the Company has not expressed any intention to do so, in the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Benefits attributable to employee contributions, taking into account those paid out before termination.
- b. Benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

- c. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations.
- d. All other vested benefits (that is, vested benefits not insured by the PBGC).
- e. All nonvested benefits.

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

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

NOTE 5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service employees have rendered.

Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability and 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 is determined by an actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2013, were as follows:

- a. Interest rate used to compute the present value of accrued benefits was 9.0%, including a reduction of 0.3% to reflect anticipated administrative expenses associated with providing benefits.
- b. The assumed average retirement age is 64.
- c. Eighty percent of all male participants and sixty percent of all female participants were assumed to be married in 2013.
- d. Life expectancy rate: RP-2000 projected to 2018 based on combined rates for active employees and retirees with no collar adjustments.
- e. The actuarial method used to determine the accumulated plan benefits is the Projected Unit Credit method.

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

The total actuarial present value of accumulated plan benefits as of January 1, 2013 (the most recent valuation date), consisted of the following:

	January 1, 2013
Vested benefits:	
Participants currently receiving payments	\$ 132,209,233
Other participants	150,585,561
	<u>282,794,794</u>
Nonvested benefits	1,992,712
Total actuarial present value of accumulated plan benefits	<u>\$ 284,787,506</u>

Changes in the total actuarial present value of accumulated plan benefits for the period January 1, 2012 to January 1, 2013, was as follows:

Total actuarial present value of accumulated plan benefits, beginning of period	\$ 283,380,193
Increase (decrease) during the period attributable to:	
Benefits accumulated	11,223,526
Increase for interest due to decrease in the discount period	24,852,934
Benefits paid	(14,472,953)
Change in actuarial assumptions	(20,196,194)
Net increase	<u>1,407,313</u>
Total actuarial present value of accumulated plan benefits, end of period	<u>\$ 284,787,506</u>

NOTE 6. INCOME TAXES

The Plan obtained its latest determination letter on July 8, 2014, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (“Code”). Additional amendments to the Plan have been made and are not covered by the determination letter; however, the Plan administrator and the Plan’s tax counsel believe that the Plan, as amended, is designed and is currently administered in compliance with the applicable requirements of the Code.

GAAP requires the management of the Plan administrator to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The management of the Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has not recognized interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 7. INVESTMENTS

The Plan's financial statements and supplemental schedules include unaudited information prepared by the Trustee. The Plan has obtained certifications from the Trustee that such information is complete and accurate. The following table presents the Plan's investments at fair value, which represent 5% or more of the Plan's total net assets at December 31, 2013 and 2012:

	December 31,	
	2013	2012
CF GMO ERISA Pool Fund	\$ 59,492,441	\$ 47,919,135
MFO GMO US Qual Fund III	59,154,354	47,186,456
MFP Partners, LP	46,589,300	35,392,000
Northern Trust Coltv Short Term Investment Fund	36,415,712	40,068,541
CF van Biema Value Ltd. CL B SER 05059 FD	35,641,400	29,809,400
Other investments less than 5%	340,324,260	261,241,063
Total investments	\$ 577,617,467	\$ 461,616,595

For the years ended December 31, 2013 and 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	Year Ended December 31,	
	2013	2012
Common stock	\$ 67,962,528	\$ 29,021,150
Registered investment companies	14,367,023	7,349,438
Hedge funds	9,286,694	6,618,017
Common / collective trusts	11,922,485	6,508,593
Limited partnerships	12,003,341	3,859,599
Preferred stock	146,860	305,331
Other investments	(292,239)	247,047
Net appreciation in fair value of investments	\$ 115,396,692	\$ 53,909,175

NOTE 8. FAIR VALUE OF ASSETS

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the reporting date. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- *Level 1:* Unadjusted quoted prices in active markets for identical assets and liabilities.
- *Level 2:* Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- *Level 3:* Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques applied maximized the use of observable inputs and minimized the use of non-observable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value:

- *Common and Preferred Stock:* Valued at the closing price reported on the active market on which the securities are traded.
- *Registered Investment Companies:* Valued at quoted market prices, which represent the net asset value of the securities held in such funds at year end. At December 31, 2013 and 2012, registered investment companies primarily consisted of investments in U.S. equities, followed by investments in international equities and emerging market bonds.
- *Common/Collective Trusts:* The Plan uses the practical expedient election for the fair value of these investments as the investments are valued at the net asset value of shares held by the Plan at year end. All of the investments in common collective trust funds represent exchange-traded securities with readily observable prices. At December 31, 2013 and 2012, common/collective trusts primarily consisted of investments in international equities and mutual funds.
- *Limited Partnerships:* The Plan uses the practical expedient election for the fair value of these investments as the investments are valued at the net asset value of shares held by the Plan at year end. All of the investments in limited partnerships represent exchange-traded securities with readily observable prices. There are two limited partnerships.
 - † MFP Partners, LP has a quarterly redemption frequency with a 60-day notice period. This partnership seeks high long-term returns following a value-oriented investment approach. The partnership may invest in a variety of securities, including U.S. and international equities, debt securities and preferred stocks.
 - † Van Biema Global Value Fund, LP has an annual redemption frequency on the calendar year end with a 120-day notice period. The fund invests in approximately 10 to 20 funds that employ a range of value-oriented investment philosophies.
- *Hedge Funds:* The Plan uses the practical expedient election for the fair value of these investments as the investments are valued at the net asset value of shares held by the Plan at year end. All of the investments in hedge funds represent exchange-traded securities with readily observable prices. There are five hedge funds.
 - † Kingston Partners Offshore Ltd fund has a quarterly redemption frequency with a 90-day notice period. The hedge fund's investment objective is to deliver superior risk adjusted returns by employing a value-oriented, event-driven strategy. The fund invests across the capital structure in debt and equity investments.

- † Van Biema Value Ltd fund has an annual redemption frequency with a 120-day notice period. The fund invests in approximately 10 to 20 funds that employ a range of value-oriented investment philosophies. The investment strategy of this fund centers on long-term returns with a strong focus on capital preservation.
- † Van Biema Asia Value Ltd, consisting of three funds, has an annual redemption frequency on the calendar year end with a 120-day notice period. The funds' investment objectives are to achieve long-term capital appreciation through a program of investments in investment partnerships, managed accounts and other investment vehicles that primarily invest in equity securities and other financial instruments.
- *Other*: Valued at quoted market prices, which represent the net asset value of the securities held in such funds at year end. This category primarily consists of U.S. treasury bills and other funds.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Assets measured at fair value are as follows:

	December 31, 2013			
	Total	Level 1	Level 2	Level 3
Cash	\$ 26,526,670	\$ 26,526,670	\$ —	\$ —
Preferred stock	4,921,494	4,921,494	—	—
Common stock				
U.S. equities	187,443,312	187,443,312	—	—
International equities	48,895,750	48,895,750	—	—
Hedge funds	64,889,915	—	—	64,889,915
Limited partnerships	52,108,260	—	—	52,108,260
Registered investment companies	83,672,594	83,672,594	—	—
Common / collective trusts	95,908,153	95,908,153	—	—
Other	13,251,319	13,251,319	—	—
Total assets at fair value	<u>\$ 577,617,467</u>	<u>\$ 460,619,292</u>	<u>\$ —</u>	<u>\$ 116,998,175</u>

	December 31, 2012			
	Total	Level 1	Level 2	Level 3
Cash	\$ 20,590,905	\$ 20,590,905	\$ —	\$ —
Preferred stock	4,717,827	4,717,827	—	—
Common stock				
U.S. equities	146,312,402	146,312,402	—	—
International equities	33,549,319	33,549,319	—	—
Hedge funds	55,603,221	—	—	55,603,221
Limited partnerships	40,094,711	—	—	40,094,711
Registered investment companies	67,356,249	67,356,249	—	—
Common / collective trusts	87,987,676	87,987,676	—	—
Other	5,404,285	5,404,285	—	—
Total assets at fair value	<u>\$ 461,616,595</u>	<u>\$ 365,918,663</u>	<u>\$ —</u>	<u>\$ 95,697,932</u>

Summary of changes in the fair value of the Plan's Level 3 assets are as follows:

	Year ended December 31,			
	2013		2012	
	Hedge Funds	Limited Partnerships	Hedge Funds	Limited Partnerships
Balance, beginning of year	\$ 55,603,221	\$ 40,094,710	\$ 48,985,204	\$ 37,112,106
Realized gains (losses)	—	—	—	761,293
Unrealized gains (losses) relating to instruments still held at the reporting date ⁽¹⁾	9,286,694	12,013,550	6,618,017	3,450,950
Purchases	—	—	—	—
Sales, issuances and settlements	—	—	—	(1,229,638)
Balance, end of year	<u>\$ 64,889,915</u>	<u>\$ 52,108,260</u>	<u>\$ 55,603,221</u>	<u>\$ 40,094,711</u>

⁽¹⁾ Unrealized gains and losses included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

The following table represents significant unobservable inputs used in the fair value measurement of Level 3 assets:

Instrument	Fair Value	Valuation Technique	Unobservable Input	Range
Hedge Funds	\$ 64,889,915	Net Asset Value	Net Asset Value	⁽¹⁾
Limited Partnerships	\$ 52,108,260	Net Asset Value	Net Asset Value	⁽¹⁾

⁽¹⁾ The range has not been disclosed due to the wide range of possible values given the diverse nature of the underlying investments.

The significant unobservable input used in the fair value measurement of the Plan's Level 3 assets is the net asset value of its hedge funds and limited partnerships. Net asset value is the total value of a fund's assets less liabilities. Significant increases or decreases in inputs used to calculate funds' net asset value in isolation would result in a significantly lower or higher fair value measurement. An increase in net asset value would result in an increase in a fair value measurement.

NOTE 9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, credit and overall market risks. Due to the level of risk associated with certain investment securities, it is at least 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.

NOTE 10. PARTY-IN-INTEREST TRANSACTIONS

All transactions with the Company, Trustee, the Plan's benefit administrator, service providers or participants are considered party-in-interest transactions. Certain Plan assets are invested in funds managed by the Trustee and GMO (an investment advisor of the Plan); therefore, these transactions qualify as party-in-interest transactions. Expenses for accounting, administrative and investment services are charged to the Plan and totaled \$3.9 million and \$3.6 million in 2013 and 2012, respectively.

NOTE 11. RELATED PARTY TRANSACTIONS

The Company has the following material related party transaction. A director of the Company served on the Board of Directors of the Trustee. The Trustee provides certain accounting, administrative and investment services to the Plan for which \$0.3 million and \$0.1 million were expensed for the years ended December 31, 2013 and 2012, respectively.

NOTE 12. SUBSEQUENT EVENT

On June 30, 2014, the Company amended the Plan, and effective June 1, 2014, the assets and liabilities attributable to participants who are (i) either frozen participants or participants that had terminated service and subsequently became re-employed on or after January 1, 2010, and (ii) active employees of FMC Technologies as of June 1, 2014 were transferred from the Plan to the FMC Technologies, Inc. Frozen Retirement Plan ("Frozen Plan"). As of June 1, 2014, the benefits under the Frozen Plan were actuarially equivalent to the benefits each participant would have received under the Plan. Under the Frozen Plan, participants have the option to accept cash or an annuity upon the Frozen Plan's termination.

SUPPLEMENTAL INFORMATION

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Common stock:			
	ADR Banco Santander	50,400	\$ 343,221	\$ 307,440
	HRT Participacoes	32,150	456,339	12,401
	CDN NAT RES	3,074	42,987	104,024
	MDC Partners Inc. Class A	63,558	522,436	1,621,365
	Ritchie Bros. Auctioneers Inc.	26,123	454,374	599,000
	Valeant Pharmaceuticals International	178,755	4,372,280	20,985,837
	Novozymes	27,517	735,093	1,163,377
	CNP Assurances	23,340	430,326	479,204
	Safran	6,145	201,163	427,694
	Total	11,465	553,857	703,494
	Vallourec	3,715	129,746	202,716
	Axel Springer SE	9,323	328,657	599,938
	Henkel AG & Co. KGAA	4,039	121,020	420,977
	Muenchener Rueckve	1,277	191,916	281,807
	ADR National Bank Greece	10,200	121,888	145,248
	ADR Trinity Biotech	20,700	437,558	520,398
	Exor SpA	8,005	267,728	318,891
	Pirelli	187,840	2,134,371	3,256,134
	Canon Inc.	3,833	146,570	121,439
	Honda Motor Co.	3,655	108,056	150,575
	AKZO Nobel	3,724	288,462	289,108
	Heineken Holding	5,310	256,142	336,468
	TNT Express	20,762	160,413	193,054
	ADR Heineken	10,020	158,470	338,826
	ADR Unilever	10,997	213,277	442,409
	Retail Holdings Inc.	59,135	1,023,036	1,182,700
	Northern Offshore	113,578	196,217	176,914
	UTD o/s Bank	15,600	179,008	262,430
	Mediaset Espana	12,818	153,314	148,171
	Novartis	8,795	393,206	704,114
	Publigroupe	245	66,207	24,601
	Roche Holdings	2,552	366,013	715,082
	Zurich Finl Services	1,125	202,377	326,994
	ADR Nestle	8,818	188,363	648,917
	Royal Dutch Shell	14,025	465,184	500,634
	Admiral Group	525	6,817	11,391
	Croda International	22,696	571,371	923,592
	Diageo	14,575	265,371	482,797
	G4S PLC	93,162	373,023	405,036
	Hiscox Ltd.	93,680	533,507	1,078,345
	HSBC HLDGS	24,741	225,776	271,434
	IMI	41,155	602,654	1,039,485
	Imperial Tobacco	8,410	282,445	325,661

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Provident Financial Group	6,575	\$ 82,813	\$ 176,851
	Qinetiq Group	369,555	901,981	1,328,204
	Rolls Royce Holdings	196,076	1,945,098	4,140,574
	Arden Group Inc.	3,015	247,169	381,428
	Valueclick	24,800	418,214	579,576
	ABM INDS INC	4,800	112,848	137,232
	ACI Worldwide Inc.	11,500	415,325	747,500
	Advance Auto Parts Inc.	8,785	417,058	972,324
	Aerovironment Inc.	8,800	242,953	256,344
	Alleghany Corp.	876	303,556	350,365
	Amer Nat'l Ins Co.	2,045	155,030	234,234
	American Eagle Outfitters Inc.	73,718	1,097,964	1,061,539
	American International Group Inc	63,700	1,874,436	3,251,885
	Ampco Pittsburg Corp.	3,400	79,543	66,130
	Applied Indl Technologies Inc.	13,100	412,264	643,079
	Aptargroup Inc.	2,700	139,779	183,087
	Arrow Electrtic Inc.	6,300	238,333	341,775
	Atmos Energy Corp.	5,100	166,425	231,642
	Atrion Corp.	1,997	249,691	591,611
	Avnet Inc.	4,800	156,495	211,728
	AVX Corp.	120,900	1,603,917	1,684,137
	Bank New York Mellon Corp.	11,400	244,266	398,316
	Bank of America Corp.	151,100	1,778,443	2,352,627
	Baxter International Inc	3,475	144,539	241,686
	Bed Bath & Beyond Inc.	26,200	1,258,458	2,103,860
	Belden Inc.	7,100	341,082	500,195
	Berkley W R Corp.	4,500	145,355	195,255
	Berkshire Hathaway Inc. Class A	60	5,870,712	10,674,000
	Berkshire Hathaway Inc. Class B	35,799	3,045,759	4,244,329
	BGC Partner Inc. Class A	72,300	409,383	438,138
	Bio Rad Labs Inc.	9,800	752,434	1,211,378
	Bob Evans Farms Inc.	8,300	367,229	419,897
	Boingo Wireless Inc.	36,878	298,564	236,388
	Bonanza Creek Energy Inc.	19,700	434,674	856,359
	Bowl America Inc. Class A	11,134	159,170	159,439
	Broadridge Financial Solutions Inc.	6,561	119,150	259,291
	Brown & Brown Inc.	16,779	511,592	526,693
	Buckle Inc.	21,700	886,974	1,140,552
	C H Robinson Worldwide Inc.	3,900	223,692	227,526
	C R Bard	2,685	286,640	359,629
	Calavo Growers Inc.	19,400	498,593	587,044
	Capital Source Inc.	137,000	864,143	1,968,690
	Cardinal Finl Corp.	15,500	255,255	279,000
	Carlisle Companies Inc.	5,900	378,454	468,460

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Caseys Gen Stores Inc.	5,000	255,979	351,250
	Cash Amer Invt Inc.	23,969	825,087	918,013
	Cbiz Inc.	125,064	769,166	1,140,584
	Central Stl & Wire Co.	70	46,543	51,809
	Children's Place Retail Stores Inc.	27,700	1,388,282	1,578,069
	Cinemark Holdings Inc.	14,100	361,248	469,953
	Cintas Corp.	6,300	226,537	375,417
	Cisco Systems, Inc.	11,655	212,281	261,655
	Citigroup Inc.	42,735	1,659,382	2,226,921
	Clorox Co.	2,600	169,896	241,176
	Columbia BKG SYS Inc.	28,100	596,515	773,031
	Comm Bancshares Inc.	5,804	209,538	260,658
	ConocoPhillips	2,330	88,935	164,615
	Convergys Corp.	65,691	979,538	1,382,796
	Costco Wholesale Corp.	626	31,181	74,500
	CSS Inds Inc.	42,900	951,961	1,230,372
	Danaher Corp.	12,082	335,517	932,730
	Devon Energy Corp.	7,195	368,666	445,155
	Dorman Products Inc.	1,000	3,577	56,070
	Eaton Corp.	4,400	227,282	334,928
	Emcor Group Inc.	15,632	433,424	663,422
	Emerson Electric Co.	3,765	124,829	264,228
	Energys	30,900	1,127,805	2,165,781
	Entegris Inc.	61,900	537,892	718,040
	EPR PPTYS	14,300	566,369	702,988
	Fastenal Co.	108,408	2,122,629	5,150,464
	Finish Line Inc. Class A	76,700	1,552,378	2,160,639
	Forest Oil Corp.	30,000	288,922	108,300
	Foster L B Co. Class A	25,700	927,908	1,215,353
	Frischs Restaurants Inc.	32,500	710,522	832,975
	Gentherm Inc.	36,900	725,090	989,289
	Global Cash Access Holdings Inc.	39,028	473,962	389,890
	Globus Med. Inc. Class A	33,600	487,347	678,048
	Goldman Sachs Group Inc.	6,906	1,011,453	1,224,158
	Google Inc. Class A	2,570	1,284,642	2,880,225
	Halliburton Co.	8,485	288,530	430,614
	Hawkins Inc.	12,900	397,126	479,751
	Helen Troy Ltd.	11,100	294,308	549,561
	Hercules Technology Growth Cap. Inc.	43,100	423,219	706,840
	Hormel Foods Corp.	3,200	94,714	144,544
	Howard Hughes Corp.	11,500	890,150	1,381,150
	Hubbell Inc. Class B	8,500	314,436	925,650
	Hurco Co.	6,098	143,575	152,511
	IAC / Interactivecorp	26,300	859,415	1,806,547

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Idex Corp.	3,200	130,066	236,320
	Idexx Labs Inc.	31,593	1,099,730	3,360,547
	Innospec Inc.	21,950	901,288	1,014,529
	Interdigital Inc.	24,700	964,403	728,403
	International Business Machines Corp.	7,609	1,001,492	1,427,220
	Interpublic Group Companies Inc.	409	4,577	7,239
	J&J Snack Foods Corp.	5,251	234,926	465,186
	Jacobs Engr Group Inc.	10,091	392,670	635,632
	Johnson & Johnson	4,516	261,522	413,620
	Joy Global Inc.	3,690	204,952	215,828
	JP Morgan Chase & Co.	90,710	1,188,190	1,758,867
	J2 Global Inc.	26,014	590,640	1,300,960
	Kaman Corp.	35,527	749,051	1,411,488
	Kar Auction Services Inc.	59,900	820,152	1,770,045
	Laboratory Corp. American Holdings	4,400	405,386	402,028
	Lancaster Colony Corp.	11,411	452,426	1,005,880
	Leapfrog Enterprises Inc. Class A	53,400	449,043	423,996
	Leggett & Platt Inc.	10,200	248,698	315,588
	Libbey Inc.	21,900	433,331	459,900
	Ligand Pharmaceuticals Incorporated Class B	16,900	864,592	888,940
	Lin Media LLC. Class A	32,400	510,977	930,204
	Linear Tech Corp.	1,000	27,015	45,550
	Liquidity Services Inc.	22,800	845,018	516,648
	LittleFuse Inc.	13,103	679,272	1,217,662
	Loral Space & Communications Inc.	28,600	1,849,239	2,316,028
	M & T BK Corp.	2,100	216,416	244,482
	Mercury Gen Corp.	3,700	143,482	183,927
	Meredith Corp.	20,200	605,601	1,046,360
	Micron Tech. Inc.	107,100	1,473,630	2,330,496
	Minerals Technologies Inc.	39,800	1,297,298	2,390,786
	Mohawk Inds Inc.	15,184	1,330,650	2,260,898
	Morgan Stanley	24,600	492,716	771,456
	MTS Sys Corp	2,949	116,546	210,116
	Nat'l Westn Life Ins. Co. Class A	591	60,282	132,118
	Nat'l Presto Inds Inc.	18,000	1,043,690	1,449,000
	Nelnet Inc. Class A	16,516	319,018	695,984
	Newmarket Corp.	841	217,917	281,020
	Nexstar Broadcasting Group Inc. Class A	9,200	497,147	512,716
	NMI Holdings Inc. Class A	57,500	776,987	731,975
	Noble Corporation	12,900	506,835	483,363
	Norfolk Southern Corp.	5,200	355,696	482,716
	Northern Trust Corp	5,000	226,520	309,450
	O'Reilly Automotive Inc.	26,733	854,654	3,440,804
	Omnicell Inc.	9,700	207,109	247,641

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Omnicom Group Inc.	14,732	368,786	1,095,619
	Park Electrochemical Corp.	55,950	1,384,655	1,606,884
	Patterson Cos Inc.	6,500	208,396	267,800
	Perrigo Company Limited	8,289	457,528	1,272,030
	Philip Morris International Inc.	2,625	106,951	228,716
	Piedmont Natural Gas Inc.	12,800	404,651	424,448
	Pinnacle Foods Inc.	9,400	212,003	258,124
	Plantronics Inc.	28,422	726,855	1,320,202
	Praxair Inc.	9,494	791,910	1,234,505
	Precision Castparts Corp.	15,183	1,039,960	4,088,782
	Premiere Global Services Inc.	21,300	241,317	246,867
	Progress Software Corp.	28,100	633,302	725,823
	Progressive Corp.	8,100	169,943	220,887
	Regal Beloit Corp.	5,300	291,944	390,716
	Regional Management Corp.	19,800	591,766	671,814
	Roadrunner Transportation	48,100	1,011,765	1,296,295
	Rockville Financial Inc.	25,900	375,710	368,039
	RPC Inc.	19,900	357,716	355,215
	Scansource Inc.	12,000	484,681	509,160
	Scholastic Corp.	43,100	1,320,329	1,465,831
	Schulman A. Inc.	19,298	410,828	680,447
	Schweitzer-Mauduit International Inc.	33,800	1,536,748	1,739,686
	Silgan Holdings Inc.	34,050	432,266	1,635,081
	Sirona Dental Systems Inc.	13,852	567,804	972,410
	Six Flags Entertainment Corp.	33,192	467,846	1,222,129
	Skyworks Solutions Inc.	30,300	633,388	865,368
	Smucker J M Co.	2,600	196,279	269,412
	Sonoco Products Co.	12,300	418,308	513,156
	Stage Stores Inc.	8,500	166,858	188,870
	Standard Motor Products Inc.	45,900	1,417,344	1,689,120
	Standex Int'l Corp.	5,600	131,426	352,128
	Stepan Co.	8,700	318,350	570,981
	Steris Corp.	4,800	156,688	230,640
	Teledyne Technologies Inc.	17,667	716,839	1,622,891
	Teradyne Inc.	90,700	1,281,140	1,598,134
	Tidewater Inc.	5,900	300,894	349,693
	Tiffany & Co.	11,535	691,236	1,070,217
	TJX Cos. Inc.	199,395	2,628,334	12,707,441
	Torchmark Corp.	4,225	104,301	330,184
	Triangle Petroleum Corp.	69,200	451,346	575,744
	Tribune Co. Class A	1,200	58,320	92,880
	Trimble NAV Ltd.	20,904	320,554	725,369
	Ultra Pete Corp.	16,300	442,686	352,895
	Unifirst Corp.	20,980	1,212,618	2,244,860

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Union Pacific Corp.	1,178	52,132	197,904
	United States Antimony Corp.	151,294	342,945	298,049
	UNVL Corp.	16,800	847,552	917,280
	UTD FINL BANCORP Inc.	19,700	378,114	372,133
	Valmont INDS Inc.	7,100	1,000,740	1,058,752
	Varian Medical Systems Inc.	4,930	311,926	383,012
	Visa Inc. Class A	8,271	632,390	1,841,786
	Wal-Mart Stores Inc.	25,409	1,251,180	1,999,434
	Waters Corp.	11,427	865,076	1,142,700
	Weis Market Inc.	14,800	569,804	777,888
	Wells Fargo & Co.	12,990	333,013	589,746
	Werner Enterprises Inc.	11,400	266,996	281,922
	West Pharmaceutical Services Inc.	10,384	191,193	509,439
	White Mountain Insurance Group Co.	850	380,632	512,618
	World Fuel Service	49,405	1,606,495	2,132,320
	Zimmer Holdings Inc.	3,100	186,707	288,889
	3M Co.	1,806	94,460	253,292
			<u>\$ 137,198,222</u>	<u>\$ 236,339,062</u>
Preferred stock:				
	First Bancorp. B	39,500	\$ 715,385	\$ 876,900
	First Bancorp. C	9,994	188,935	193,384
	Rolls Royce Holdings C	16,862,536	—	27,929
	First Bancorp. D	2,520	45,043	46,620
	RBS Cap. Fdg. Tr. V	10,700	239,150	218,708
	RBS Cap. Fdg. Tr. VI	14,000	281,866	292,180
	RBS Cap. Fdg. Tr. VII	151,300	2,976,843	3,174,273
	First Bancorp. E	5,000	90,150	91,500
			<u>\$ 4,537,372</u>	<u>\$ 4,921,494</u>
Temporary investments:				
	Non interest bearing cash	3,993	\$ 3,993	\$ 3,993
	Interest-bearing cash	26,522,677	26,522,677	26,522,677
			<u>\$ 26,526,670</u>	<u>\$ 26,526,670</u>
Common / collective trusts:				
*	CF GMO ERISA Pool Fund	2,679	\$ 31,474,712	\$ 59,492,441
*	Northern Trust Coltv Short Term Investment Fund	36,415,712	36,415,712	36,415,712
			<u>\$ 67,890,424</u>	<u>\$ 95,908,153</u>
Registered investment companies:				
*	MFO GMO TR Emerging Country Debt Class III	471,697	\$ 4,361,083	\$ 4,533,008
*	MFO GMO TR Foreign Small Class III	1,200,314	15,419,727	19,985,232

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
*	MFO GMO US Qual Fund III	2,373,770	43,587,490	59,154,354
			\$ 63,368,300	\$ 83,672,594
Hedge funds:				
	CF Kingstown Partners Offshore Ltd.	4,871	\$ 5,000,000	\$ 7,311,665
	CF van Biema Asia Value Ltd. CL C SER 0111 FD	5,000	5,000,000	5,442,050
	CF van Biema Asia Value Ltd. CL C SER 0211 FD	5,000	5,000,000	5,589,300
	CF van Biema Asia Value Ltd. CL C SER 0411 FD	10,000	10,000,000	10,905,500
	CF van Biema Value Ltd. CL B SER 05059 FD	20,000	20,000,000	35,641,400
			\$ 45,000,000	\$ 64,889,915
Limited partnerships:				
	MFP Partners, LP	20,000,000	\$ 20,000,000	\$ 46,589,300
	van Biema Global Value Fund, LP	5,000,000	5,000,000	5,518,960
			\$ 25,000,000	\$ 52,108,260
Other miscellaneous investments:				
	Greece IDX/LKD	50,400	\$ 1,559	\$ 826
	Two HBRS INVT Corp.	53,800	498,083	499,264
	Medical PPTYS TR Inc.	81,000	868,065	989,820
	Starwood Property Trust Inc.	27,500	595,205	761,750
	US Treasury bills	11,000,000	10,998,060	10,999,659
			\$ 12,960,972	\$ 13,251,319
			\$ 382,481,960	\$ 577,617,467

Note: The above data is based upon information which has been certified by The Northern Trust Company, Trustee of the plan, as complete and accurate. Cost refers to historical cost.

*Party-in-interest.

**FMC TECHNOLOGIES, INC. EMPLOYEES’
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2013

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	Total number of transactions		(c) Purchase price	(d) Selling price	(f) Expenses incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
		Purchases	Sales						
	Coltv Short Term Investment Fund	368	—	\$ 40,098,375	\$ —	\$ —	\$ 40,098,375	\$ 40,098,375	\$ —
	Coltv Short Term Investment Fund	—	314	—	43,751,204	—	43,751,204	43,751,204	—
Northern Trust Chicago	Australian dollar	—	1	—	—	—	(716,573)	(718,798)	(2,225)
Northern Trust Chicago	Brazilian real	—	2	—	—	—	(194,358)	(194,721)	(363)
Northern Trust Chicago	British pound sterling	10	—	—	—	—	973,990	974,698	708
Northern Trust Chicago	British pound sterling	—	17	—	—	—	(1,004,114)	(1,051,957)	(47,843)
Northern Trust Chicago	Danish krone	—	2	—	—	—	(3,404)	(3,411)	(7)
Northern Trust Chicago	Euro	12	—	—	—	—	3,183,696	3,178,120	(5,576)
Northern Trust Chicago	Euro	—	30	—	—	—	(6,140,532)	(6,237,007)	(96,475)
Northern Trust Chicago	Japanese yen	3	—	—	—	—	186,203	184,957	(1,246)
Northern Trust Chicago	Japanese yen	—	4	—	—	—	(233,874)	(227,073)	6,801
Northern Trust Chicago	Norwegian krone	14	—	—	—	—	344,072	338,659	(5,413)
Northern Trust Chicago	Norwegian krone	—	3	—	—	—	(160,363)	(160,169)	194
Northern Trust Chicago	Singapore dollar	1	—	—	—	—	214,576	214,533	(43)
Northern Trust Chicago	Singapore dollar	—	1	—	—	—	(235,000)	(232,600)	2,400
Northern Trust Chicago	Swiss franc	6	—	—	—	—	1,207,299	1,207,474	175
Northern Trust Chicago	Swiss franc	—	16	—	—	—	(2,494,857)	(2,526,380)	(31,523)
Northern Trust Chicago	United States dollar	76	—	—	—	—	11,183,077	11,183,077	—
Northern Trust Chicago	United States dollar	—	46	\$ —	\$ —	\$ —	\$ (6,109,838)	\$ (6,109,838)	\$ —

Note: The above represents a series of transactions or single transaction in excess of 5% of the current value of plan assets at the beginning of the year. Cost refers to historical cost.

Note: The above data is based upon information which has been certified by The Northern Trust Company, trustee of the plan, as complete and accurate.

See accompanying report of independent certified public accountants.

Schedule SB, line 26 — Schedule of Active Participant Data**Distribution of active participants for salaried and non-union hourly employees as of January 1, 2013**

Attained age	Years of credited service									
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up
Under 25										
25–29			9 *							
30–34			44 93,253	50 99,200	1 *					
35–39		1 *	29 98,348	73 104,751	32 88,364					
40–44			29 99,708	77 108,078	41 102,319	9 *	2 *			
45–49			17 *	51 101,674	54 107,846	40 115,892	15 *			
50–54			11 *	60 102,807	44 93,528	36 96,924	39 105,022	37 112,582		
55–59			20 103,233	34 94,260	49 96,563	30 92,613	28 98,768	51 96,041	49 96,041	
60–64			7 *	20 80,394	28 103,166	21 115,309	18 *	26 129,163	30 116,842	3 *
65–69			4 *	7 *	9 *	8 *	5 *	9 *	2 *	4 *
70 & up						2 *	1 *			

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2012 limited to \$250,000.

Exhibit reflects prior year compensation for all salaried and non-union hourly employees (i.e. Conway and union participants are excluded).

* Average compensation is not shown for cells with fewer than 20 participants.

Schedule SB, line 26 — Schedule of Active Participant Data**Distribution of frozen active participants as of January 1, 2013**

Attained age	Years of credited service									
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up
Under 25	2	12								
25–29	36	173	1							
30–34	31	268	1							
35–39	18	182	2	1						
40–44	14	162	1	2						
45–49	10	97	1							
50–54	12	82	1							
55–59	3	64								
60–64	3	29	1							
65–69		14								
70 & up		2								

In each cell is the count of active participants for each age/service combination.

Vested Terminated Participants who have been rehired after January 1, 2010 have been included.

Schedule SB, line 26 — Schedule of Active Participant Data**Distribution of active participants for union hourly employees as of January 1, 2013**

Attained age	Years of credited service									
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up
Under 25		3								
25–29		3	1							
30–34	1	1	3							
35–39		1	3							
40–44		2	1							
45–49	1	2	2		2					
50–54		5			1	3				
55–59		5	2		4	3	3	3	9	
60–64		1	1		1	1	1		11	3
65–69								1	3	4
70 & up										

In each cell, the number shown is the count of active participants for each age/service combination. Average compensation is not shown for cells with fewer than 20 participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2013 Funding Valuation****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
	<u>Stabilized rates</u>	<u>Non stabilized rates</u>	
• First 5 years	4.94%	1.75%	
• Next 15 years	6.15%	4.62%	
• Over 20 years	6.76%	5.72%	

Mortality sponsor elections

- Healthy and disabled participants Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.

Other economic assumptions

- Salary increases Average 4.00% per year, see table of sample rates.
- Social Security wage base 3.00% per year
- Inflation 2.50% per year
- Expected investment return 7.00% per year
- Expenses Expected administrative expenses (assumed to equal prior year administrative expenses adjusted for current year PBGC Premiums) are included in normal cost.

Demographic assumptions

- Withdrawal See table of sample rates.
- Disability incidence See table of sample rates.
- Retirement age

Attained age	Rate	Attained age	Rate
Under 55	0%	63	10%
55	2.5%	64	10%
56	2.5%	65	20%
57	2.5%	66	30%
58	2.5%	67	30%
59	2.5%	68	40%
60	5%	69	80%
61	10%	70 and above	100%
62	15%		

- Benefit commencement age for
 - Future vested deferred 25% age 62
75% age 65
 - Current vested deferred 25% age 62
75% age 65

- Spouse assumptions

	<u>Male participants</u>	<u>Female participants</u>
— Percentage married	80%	60%
— Spouse age difference	3 years younger	3 years older

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

Form of payment	<u>Single life</u>	<u>50% Joint & survivor</u>
• Active retirements	50%	50%
• Future vested deferred	50%	50%
• Future disabilities	50%	50%
• Future deaths	0%	100%
• Current vested deferred	50%	50%
<hr/>		
Unpredictable contingent event assumptions	Not applicable	

Table of Sample Rates**Withdrawal**

Age	<u>Service (yrs)</u>				
	<u>Under 2</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>
22	20.00%	15.00%	15.00%	15.00%	15.00%
27	20.00%	15.00%	15.00%	15.00%	11.90%
32	20.00%	15.00%	15.00%	15.00%	7.30%
37	20.00%	15.00%	15.00%	15.00%	7.40%
42	20.00%	15.00%	15.00%	15.00%	7.30%
47	20.00%	15.00%	15.00%	15.00%	6.80%
52	20.00%	15.00%	15.00%	15.00%	6.70%

Percentage

Attained age	<u>Disability incidence</u>		<u>Salary increases</u>
	<u>Male</u>	<u>Female</u>	
20	0.029%	0.030%	10.25%
25	0.038%	0.047%	8.25%
30	0.048%	0.080%	7.25%
35	0.069%	0.136%	6.25%
40	0.117%	0.211%	5.75%
45	0.202%	0.323%	4.75%
50	0.358%	0.533%	3.75%
55	0.722%	0.952%	3.75%
60	1.256%	1.159%	3.75%
65	1.753%	1.358%	3.75%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods – Effective January 1, 2010***

The asset valuation method is an annual average of the adjusted market value over the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. The amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

The market value is the amount reported in the year end trustee statement. A characteristic of the asset valuation method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than market.

Participant Methods – Effective January 1, 2008

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

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** Insurance contracts have not been included in the value of the assets or liabilities.
- **Conway participants:** The liabilities for Conway participants have been included with the liabilities for active participants.

Minimum Funding Methods – Effective January 1, 2008

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

A detailed description of the calculation follows:

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

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

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

**FMC TECHNOLOGIES, INC. EMPLOYEES’
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2013

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	Total number of transactions		(c) Purchase price	(d) Selling price	(f) Expenses incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
		Purchases	Sales						
	Coltv Short Term Investment Fund	368	—	\$ 40,098,375	\$ —	\$ —	\$ 40,098,375	\$ 40,098,375	\$ —
	Coltv Short Term Investment Fund	—	314	—	43,751,204	—	43,751,204	43,751,204	—
Northern Trust Chicago	Australian dollar	—	1	—	—	—	(716,573)	(718,798)	(2,225)
Northern Trust Chicago	Brazilian real	—	2	—	—	—	(194,358)	(194,721)	(363)
Northern Trust Chicago	British pound sterling	10	—	—	—	—	973,990	974,698	708
Northern Trust Chicago	British pound sterling	—	17	—	—	—	(1,004,114)	(1,051,957)	(47,843)
Northern Trust Chicago	Danish krone	—	2	—	—	—	(3,404)	(3,411)	(7)
Northern Trust Chicago	Euro	12	—	—	—	—	3,183,696	3,178,120	(5,576)
Northern Trust Chicago	Euro	—	30	—	—	—	(6,140,532)	(6,237,007)	(96,475)
Northern Trust Chicago	Japanese yen	3	—	—	—	—	186,203	184,957	(1,246)
Northern Trust Chicago	Japanese yen	—	4	—	—	—	(233,874)	(227,073)	6,801
Northern Trust Chicago	Norwegian krone	14	—	—	—	—	344,072	338,659	(5,413)
Northern Trust Chicago	Norwegian krone	—	3	—	—	—	(160,363)	(160,169)	194
Northern Trust Chicago	Singapore dollar	1	—	—	—	—	214,576	214,533	(43)
Northern Trust Chicago	Singapore dollar	—	1	—	—	—	(235,000)	(232,600)	2,400
Northern Trust Chicago	Swiss franc	6	—	—	—	—	1,207,299	1,207,474	175
Northern Trust Chicago	Swiss franc	—	16	—	—	—	(2,494,857)	(2,526,380)	(31,523)
Northern Trust Chicago	United States dollar	76	—	—	—	—	11,183,077	11,183,077	—
Northern Trust Chicago	United States dollar	—	46	\$ —	\$ —	\$ —	\$ (6,109,838)	\$ (6,109,838)	\$ —

Note: The above represents a series of transactions or single transaction in excess of 5% of the current value of plan assets at the beginning of the year. Cost refers to historical cost.

Note: The above data is based upon information which has been certified by The Northern Trust Company, trustee of the plan, as complete and accurate.

See accompanying report of independent certified public accountants.

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 FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF FMC TECHNOLOGIES, INC.	D Employer Identification Number (EIN) <u>36-4412642</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a		479,838,670
b Actuarial value	2b		467,359,515
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	2,300	162,438,379
b For terminated vested participants	3b	1,877	57,060,055
c For active participants:			
(1) Non-vested benefits	3c(1)		2,778,689
(2) Vested benefits	3c(2)		163,236,074
(3) Total active	3c(3)	2,688	166,014,763
d Total	3d	6,865	385,513,197
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.37 %	
6 Target normal cost	6	15,627,395	

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	<div style="text-align: center;">  Signature of actuary </div> <div style="text-align: center;"> <u>Laura Pinkall, FSA, EA</u> Type or print name of actuary </div> <div style="text-align: center;"> <u>Mercer</u> Firm name </div> <div style="text-align: center;"> <u>1717 Main Street, Suite 4400</u> Address of the firm </div> <div style="text-align: center;"> <u>Dallas TX 75201</u> </div>	<div style="text-align: center;"> <u>10/9/14</u> Date </div> <div style="text-align: center;"> <u>14-07223</u> Most recent enrollment number </div> <div style="text-align: center;"> <u>(214) 220-3500</u> Telephone number (including area code) </div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 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)	31,629,197	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	15,421,363	
9	Amount remaining (line 7 minus line 8)	16,207,834	0
10	Interest on line 9 using prior year's actual return of <u>15.08</u> %	2,444,141	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		14,108,813
b	Interest on (a) using prior year's effective interest rate of <u>5.61</u> % except as otherwise provided (see instructions)		2,127,609
c	Total available at beginning of current plan year to add to prefunding balance		16,236,422
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	18,651,975	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	116.39 %
15	Adjusted funding target attainment percentage	15	121.23 %
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	101.57 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

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

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

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
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 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	15,627,395	
b Excess assets, if applicable, but not greater than line 31a	31b	15,627,395	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	8,859,346		8,859,346
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 64.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	2.50%	1,000.00	25.00	1,375.00
56	2.50%	975.00	24.38	1,365.28
57	2.50%	950.62	23.77	1,354.89
58	2.50%	926.85	23.17	1,343.86
59	2.50%	903.68	22.59	1,332.81
60	5.00%	881.09	44.05	2,643.00
61	10.00%	837.04	83.70	5,105.70
62	15.00%	753.34	113.00	7,006.00
63	10.00%	640.34	64.03	4,033.89
64	10.00%	576.31	57.63	3,688.32
65	20.00%	518.68	103.74	6,743.10
66	30.00%	414.94	124.48	8,215.68
67	30.00%	290.46	87.14	5,838.38
68	40.00%	203.32	81.33	5,530.44
69	80.00%	121.99	97.59	6,733.71
70	100.00%	24.40	24.40	1,708.00
Total			1,000.00	64,018.06
Average				64.02

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

Effective date and plan year	Original plan: May 1, 2001 Most recent plan amendment: effective April 1, 2011 (signed amendment not yet available) Plan year: Calendar year.
Status of the plan	Benefit accruals were frozen to non-vested participants as of January 1, 2010. Vested participants continue to accrue benefits under the plan. Any employee hired after 2009 is excluded from coverage
Significant events that occurred during the year	None

Definitions

• Covered employees	All salaried employees, non-union hourly employees paid on a salaried basis, or union hourly employees covered by a Collective Bargaining Agreement that specifically provides for plan participation.
• Participation	Covered employees enter the plan upon attainment of 1,000 hours of service within one year of their hire date.
• Vesting service	Elapsed time from date of hire to the nearest month.
• Credited service	Elapsed time from date of plan participation to the nearest month.
• Final average earnings Salaried / Non-union:	The average compensation is the highest five consecutive years in the last ten years.

Normal retirement

• Eligibility	Eligible on or after age 65
• Benefit Salaried / Non-union:	Amount equal to the sum of (a) and (b) multiplied by (c) but not less than the frozen FMC plan benefit as of December 31, 1990: (a) 1% of final average earnings up to covered compensation plus 1.5% of final average earnings in excess of covered compensation, times benefit service projected to age 65 up to a maximum of 35 years. (b) 1.5% of final average earnings times benefit service projected to age 65 in excess of 35 years. (c) The ratio of actual benefit service to expected years of benefit service at age 65. The normal retirement benefit shall be increased by \$1 per month for each \$120 of unwithdrawn employee contributions and interest credited to the participant.
Union hourly – Smith Meter	Amount equal to the greater of (a) or (b): (a) Frozen benefit determined under the prior pay-related formula, if applicable. (b) A dollar multiplier times benefit service: Smith Meter - \$38 per month per year of service (starting April 1, 2011)

Early retirement

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> Eligibility Salaried / Non-union 	<p>Plan participants hired before January 1, 1984 are eligible on or after age 55. Plan participants hired after December 31, 1983 are eligible on or after age 55 and ten years of benefit service.</p>
<p>Union hourly – Smith Meter</p>	<p>Plan participants are eligible on or after age 57 and 10 years of benefit service.</p>
<ul style="list-style-type: none"> Benefit Salaried / Non-union 	<p>Amount equal to the normal retirement benefit reduced by 1/3 of 1% for each month early retirement precedes the participant's 62nd birthday.</p> <p>The benefit increase due to unwithdrawn contributions and interest still applies with the exception that the amount of unwithdrawn contributions and interest to increase the benefit by \$1 per month shall be increased by \$3 for every year that early retirement precedes the participant's normal retirement date.</p>
<p>Union hourly – Smith Meter</p>	<p>Amount equal to the normal retirement benefit reduced by 4% for each year retirement precedes the participant's 62nd birthday.</p>
Deferred vested	
<ul style="list-style-type: none"> Eligibility 	<p>Age 55</p>
<ul style="list-style-type: none"> Benefit 	<p>Normal retirement benefit reduced as for early commencement if the participant is early retirement eligible. If the participant is not early retirement eligible, benefits are reduced ½ of 1% for each month benefit commencement precedes Normal Retirement.</p> <p>Participants are fully vested in their accrued benefit upon attainment of five years of vesting service.</p>
Disability	
<ul style="list-style-type: none"> Eligibility Salaried / Non-union 	<p>None provided.</p>
<p>Union hourly – Smith Meter</p>	<p>Employee under age 62 is eligible upon attainment of 10 years of vesting service.</p>
<ul style="list-style-type: none"> Benefit Union hourly – Smith Meter 	<p>Monthly disability benefit equals \$58.00 times benefit service reduced by worker's compensation benefits less present value of future payments on account of injury, disease, or disability under the Federal Social Security Act.</p>
Death Benefit	
<ul style="list-style-type: none"> Eligibility 	<p>Eligible on or after five years of vesting service and if married one year before death.</p>
<ul style="list-style-type: none"> Benefit 	<p>Amount equal to 50% of the benefit the participant would have received had he retired under a 50% joint and survivor annuity on the first of the month following his death, or his earliest commencement age, if later.</p>

Schedule SB, Part V — Summary of Plan Provisions

Unpredictable contingent event benefits	
• Event	None.
Form of benefits	
• Salaried / Non-union	Life annuity for single participants. 50% Joint and Survivor for married participants.
• Union hourly – All	Life annuity for single participants. 100% Joint and Survivor for married participants.
• Union hourly – Smith Meter	Life annuity for single participants. 50% Joint and Survivor for married participants
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #9 to Part I and Amendment #6 to Part II, are included in this valuation.

- **Most recent plan amendments included:** Amendment #9 to Part I and Amendment #6 to Part II.
- **Plan amendments excluded:** None
- **Late retirement increases:**
 - *Active participants:* Late retirement actuarial increases are not applied.
 - *Deferred vested participants:* These increases have not been valued.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.

Schedule SB, Part V — Summary of Plan Provisions

- *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
- *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Common stock:			
	ADR Banco Santander	50,400	\$ 343,221	\$ 307,440
	HRT Participacoes	32,150	456,339	12,401
	CDN NAT RES	3,074	42,987	104,024
	MDC Partners Inc. Class A	63,558	522,436	1,621,365
	Ritchie Bros. Auctioneers Inc.	26,123	454,374	599,000
	Valeant Pharmaceuticals International	178,755	4,372,280	20,985,837
	Novozymes	27,517	735,093	1,163,377
	CNP Assurances	23,340	430,326	479,204
	Safran	6,145	201,163	427,694
	Total	11,465	553,857	703,494
	Vallourec	3,715	129,746	202,716
	Axel Springer SE	9,323	328,657	599,938
	Henkel AG & Co. KGAA	4,039	121,020	420,977
	Muenchener Rueckve	1,277	191,916	281,807
	ADR National Bank Greece	10,200	121,888	145,248
	ADR Trinity Biotech	20,700	437,558	520,398
	Exor SpA	8,005	267,728	318,891
	Pirelli	187,840	2,134,371	3,256,134
	Canon Inc.	3,833	146,570	121,439
	Honda Motor Co.	3,655	108,056	150,575
	AKZO Nobel	3,724	288,462	289,108
	Heineken Holding	5,310	256,142	336,468
	TNT Express	20,762	160,413	193,054
	ADR Heineken	10,020	158,470	338,826
	ADR Unilever	10,997	213,277	442,409
	Retail Holdings Inc.	59,135	1,023,036	1,182,700
	Northern Offshore	113,578	196,217	176,914
	UTD o/s Bank	15,600	179,008	262,430
	Mediaset Espana	12,818	153,314	148,171
	Novartis	8,795	393,206	704,114
	Publigroupe	245	66,207	24,601
	Roche Holdings	2,552	366,013	715,082
	Zurich Finl Services	1,125	202,377	326,994
	ADR Nestle	8,818	188,363	648,917
	Royal Dutch Shell	14,025	465,184	500,634
	Admiral Group	525	6,817	11,391
	Croda International	22,696	571,371	923,592
	Diageo	14,575	265,371	482,797
	G4S PLC	93,162	373,023	405,036
	Hiscox Ltd.	93,680	533,507	1,078,345
	HSBC HLDGS	24,741	225,776	271,434
	IMI	41,155	602,654	1,039,485
	Imperial Tobacco	8,410	282,445	325,661

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Provident Financial Group	6,575	\$ 82,813	\$ 176,851
	Qinetiq Group	369,555	901,981	1,328,204
	Rolls Royce Holdings	196,076	1,945,098	4,140,574
	Arden Group Inc.	3,015	247,169	381,428
	Valueclick	24,800	418,214	579,576
	ABM INDS INC	4,800	112,848	137,232
	ACI Worldwide Inc.	11,500	415,325	747,500
	Advance Auto Parts Inc.	8,785	417,058	972,324
	Aerovironment Inc.	8,800	242,953	256,344
	Alleghany Corp.	876	303,556	350,365
	Amer Nat'l Ins Co.	2,045	155,030	234,234
	American Eagle Outfitters Inc.	73,718	1,097,964	1,061,539
	American International Group Inc	63,700	1,874,436	3,251,885
	Ampco Pittsburg Corp.	3,400	79,543	66,130
	Applied Indl Technologies Inc.	13,100	412,264	643,079
	Aptargroup Inc.	2,700	139,779	183,087
	Arrow Electric Inc.	6,300	238,333	341,775
	Atmos Energy Corp.	5,100	166,425	231,642
	Atrion Corp.	1,997	249,691	591,611
	Avnet Inc.	4,800	156,495	211,728
	AVX Corp.	120,900	1,603,917	1,684,137
	Bank New York Mellon Corp.	11,400	244,266	398,316
	Bank of America Corp.	151,100	1,778,443	2,352,627
	Baxter International Inc	3,475	144,539	241,686
	Bed Bath & Beyond Inc.	26,200	1,258,458	2,103,860
	Belden Inc.	7,100	341,082	500,195
	Berkley W R Corp.	4,500	145,355	195,255
	Berkshire Hathaway Inc. Class A	60	5,870,712	10,674,000
	Berkshire Hathaway Inc. Class B	35,799	3,045,759	4,244,329
	BGC Partner Inc. Class A	72,300	409,383	438,138
	Bio Rad Labs Inc.	9,800	752,434	1,211,378
	Bob Evans Farms Inc.	8,300	367,229	419,897
	Boingo Wireless Inc.	36,878	298,564	236,388
	Bonanza Creek Energy Inc.	19,700	434,674	856,359
	Bowl America Inc. Class A	11,134	159,170	159,439
	Broadridge Financial Solutions Inc.	6,561	119,150	259,291
	Brown & Brown Inc.	16,779	511,592	526,693
	Buckle Inc.	21,700	886,974	1,140,552
	C H Robinson Worldwide Inc.	3,900	223,692	227,526
	C R Bard	2,685	286,640	359,629
	Calavo Growers Inc.	19,400	498,593	587,044
	Capital Source Inc.	137,000	864,143	1,968,690
	Cardinal Finl Corp.	15,500	255,255	279,000
	Carlisle Companies Inc.	5,900	378,454	468,460

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Caseys Gen Stores Inc.	5,000	255,979	351,250
	Cash Amer Invt Inc.	23,969	825,087	918,013
	Cbiz Inc.	125,064	769,166	1,140,584
	Central Std & Wire Co.	70	46,543	51,809
	Children's Place Retail Stores Inc.	27,700	1,388,282	1,578,069
	Cinemark Holdings Inc.	14,100	361,248	469,953
	Cintas Corp.	6,300	226,537	375,417
	Cisco Systems, Inc.	11,655	212,281	261,655
	Citigroup Inc.	42,735	1,659,382	2,226,921
	Clorox Co.	2,600	169,896	241,176
	Columbia BKG SYS Inc.	28,100	596,515	773,031
	Comm Bancshares Inc.	5,804	209,538	260,658
	ConocoPhillips	2,330	88,935	164,615
	Convergys Corp.	65,691	979,538	1,382,796
	Costco Wholesale Corp.	626	31,181	74,500
	CSS Inds Inc.	42,900	951,961	1,230,372
	Danaher Corp.	12,082	335,517	932,730
	Devon Energy Corp.	7,195	368,666	445,155
	Dorman Products Inc.	1,000	3,577	56,070
	Eaton Corp.	4,400	227,282	334,928
	Emcor Group Inc.	15,632	433,424	663,422
	Emerson Electric Co.	3,765	124,829	264,228
	Energys	30,900	1,127,805	2,165,781
	Entegris Inc.	61,900	537,892	718,040
	EPR PPTYS	14,300	566,369	702,988
	Fastenal Co.	108,408	2,122,629	5,150,464
	Finish Line Inc. Class A	76,700	1,552,378	2,160,639
	Forest Oil Corp.	30,000	288,922	108,300
	Foster L B Co. Class A	25,700	927,908	1,215,353
	Frischs Restaurants Inc.	32,500	710,522	832,975
	Gentherm Inc.	36,900	725,090	989,289
	Global Cash Access Holdings Inc.	39,028	473,962	389,890
	Globus Med. Inc. Class A	33,600	487,347	678,048
	Goldman Sachs Group Inc.	6,906	1,011,453	1,224,158
	Google Inc. Class A	2,570	1,284,642	2,880,225
	Halliburton Co.	8,485	288,530	430,614
	Hawkins Inc.	12,900	397,126	479,751
	Helen Troy Ltd.	11,100	294,308	549,561
	Hercules Technology Growth Cap. Inc.	43,100	423,219	706,840
	Hormel Foods Corp.	3,200	94,714	144,544
	Howard Hughes Corp.	11,500	890,150	1,381,150
	Hubbell Inc. Class B	8,500	314,436	925,650
	Hurco Co.	6,098	143,575	152,511
	IAC / Interactivecorp	26,300	859,415	1,806,547

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Idex Corp.	3,200	130,066	236,320
	Idexx Labs Inc.	31,593	1,099,730	3,360,547
	Innospec Inc.	21,950	901,288	1,014,529
	Interdigital Inc.	24,700	964,403	728,403
	International Business Machines Corp.	7,609	1,001,492	1,427,220
	Interpublic Group Companies Inc.	409	4,577	7,239
	J&J Snack Foods Corp.	5,251	234,926	465,186
	Jacobs Engr Group Inc.	10,091	392,670	635,632
	Johnson & Johnson	4,516	261,522	413,620
	Joy Global Inc.	3,690	204,952	215,828
	JP Morgan Chase & Co.	90,710	1,188,190	1,758,867
	J2 Global Inc.	26,014	590,640	1,300,960
	Kaman Corp.	35,527	749,051	1,411,488
	Kar Auction Services Inc.	59,900	820,152	1,770,045
	Laboratory Corp. American Holdings	4,400	405,386	402,028
	Lancaster Colony Corp.	11,411	452,426	1,005,880
	Leapfrog Enterprises Inc. Class A	53,400	449,043	423,996
	Leggett & Platt Inc.	10,200	248,698	315,588
	Libbey Inc.	21,900	433,331	459,900
	Ligand Pharmaceuticals Incorporated Class B	16,900	864,592	888,940
	Lin Media LLC. Class A	32,400	510,977	930,204
	Linear Tech Corp.	1,000	27,015	45,550
	Liquidity Services Inc.	22,800	845,018	516,648
	LittleFuse Inc.	13,103	679,272	1,217,662
	Loral Space & Communications Inc.	28,600	1,849,239	2,316,028
	M & T BK Corp.	2,100	216,416	244,482
	Mercury Gen Corp.	3,700	143,482	183,927
	Meredith Corp.	20,200	605,601	1,046,360
	Micron Tech. Inc.	107,100	1,473,630	2,330,496
	Minerals Technologies Inc.	39,800	1,297,298	2,390,786
	Mohawk Inds Inc.	15,184	1,330,650	2,260,898
	Morgan Stanley	24,600	492,716	771,456
	MTS Sys Corp	2,949	116,546	210,116
	Nat'l Westn Life Ins. Co. Class A	591	60,282	132,118
	Nat'l Presto Inds Inc.	18,000	1,043,690	1,449,000
	Nelnet Inc. Class A	16,516	319,018	695,984
	Newmarket Corp.	841	217,917	281,020
	Nexstar Broadcasting Group Inc. Class A	9,200	497,147	512,716
	NMI Holdings Inc. Class A	57,500	776,987	731,975
	Noble Corporation	12,900	506,835	483,363
	Norfolk Southern Corp.	5,200	355,696	482,716
	Northern Trust Corp	5,000	226,520	309,450
	O'Reilly Automotive Inc.	26,733	854,654	3,440,804
	Omniceil Inc.	9,700	207,109	247,641

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Omnicom Group Inc.	14,732	368,786	1,095,619
	Park Electrochemical Corp.	55,950	1,384,655	1,606,884
	Patterson Cos Inc.	6,500	208,396	267,800
	Perrigo Company Limited	8,289	457,528	1,272,030
	Philip Morris International Inc.	2,625	106,951	228,716
	Piedmont Natural Gas Inc.	12,800	404,651	424,448
	Pinnacle Foods Inc.	9,400	212,003	258,124
	Plantronics Inc.	28,422	726,855	1,320,202
	Praxair Inc.	9,494	791,910	1,234,505
	Precision Castparts Corp.	15,183	1,039,960	4,088,782
	Premiere Global Services Inc.	21,300	241,317	246,867
	Progress Software Corp.	28,100	633,302	725,823
	Progressive Corp.	8,100	169,943	220,887
	Regal Beloit Corp.	5,300	291,944	390,716
	Regional Management Corp.	19,800	591,766	671,814
	Roadrunner Transportation	48,100	1,011,765	1,296,295
	Rockville Financial Inc.	25,900	375,710	368,039
	RPC Inc.	19,900	357,716	355,215
	Scansource Inc.	12,000	484,681	509,160
	Scholastic Corp.	43,100	1,320,329	1,465,831
	Schulman A. Inc.	19,298	410,828	680,447
	Schweitzer-Mauduit International Inc.	33,800	1,536,748	1,739,686
	Silgan Holdings Inc.	34,050	432,266	1,635,081
	Sirona Dental Systems Inc.	13,852	567,804	972,410
	Six Flags Entertainment Corp.	33,192	467,846	1,222,129
	Skyworks Solutions Inc.	30,300	633,388	865,368
	Smucker J M Co.	2,600	196,279	269,412
	Sonoco Products Co.	12,300	418,308	513,156
	Stage Stores Inc.	8,500	166,858	188,870
	Standard Motor Products Inc.	45,900	1,417,344	1,689,120
	Standex Int'l Corp.	5,600	131,426	352,128
	Stepan Co.	8,700	318,350	570,981
	Steris Corp.	4,800	156,688	230,640
	Teledyne Technologies Inc.	17,667	716,839	1,622,891
	Teradyne Inc.	90,700	1,281,140	1,598,134
	Tidewater Inc.	5,900	300,894	349,693
	Tiffany & Co.	11,535	691,236	1,070,217
	TJX Cos. Inc.	199,395	2,628,334	12,707,441
	Torchmark Corp.	4,225	104,301	330,184
	Triangle Petroleum Corp.	69,200	451,346	575,744
	Tribune Co. Class A	1,200	58,320	92,880
	Trimble NAV Ltd.	20,904	320,554	725,369
	Ultra Pete Corp.	16,300	442,686	352,895
	Unifirst Corp.	20,980	1,212,618	2,244,860

FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
	Union Pacific Corp.	1,178	52,132	197,904
	United States Antimony Corp.	151,294	342,945	298,049
	UNVL Corp.	16,800	847,552	917,280
	UTD FINL BANCORP Inc.	19,700	378,114	372,133
	Valmont INDS Inc.	7,100	1,000,740	1,058,752
	Varian Medical Systems Inc.	4,930	311,926	383,012
	Visa Inc. Class A	8,271	632,390	1,841,786
	Wal-Mart Stores Inc.	25,409	1,251,180	1,999,434
	Waters Corp.	11,427	865,076	1,142,700
	Weis Market Inc.	14,800	569,804	777,888
	Wells Fargo & Co.	12,990	333,013	589,746
	Werner Enterprises Inc.	11,400	266,996	281,922
	West Pharmaceutical Services Inc.	10,384	191,193	509,439
	White Mountain Insurance Group Co.	850	380,632	512,618
	World Fuel Service	49,405	1,606,495	2,132,320
	Zimmer Holdings Inc.	3,100	186,707	288,889
	3M Co.	1,806	94,460	253,292
			\$ 137,198,222	\$ 236,339,062
Preferred stock:				
	First Bancorp. B	39,500	\$ 715,385	\$ 876,900
	First Bancorp. C	9,994	188,935	193,384
	Rolls Royce Holdings C	16,862,536	—	27,929
	First Bancorp. D	2,520	45,043	46,620
	RBS Cap. Fdg. Tr. V	10,700	239,150	218,708
	RBS Cap. Fdg. Tr. VI	14,000	281,866	292,180
	RBS Cap. Fdg. Tr. VII	151,300	2,976,843	3,174,273
	First Bancorp. E	5,000	90,150	91,500
			\$ 4,537,372	\$ 4,921,494
Temporary investments:				
	Non interest bearing cash	3,993	\$ 3,993	\$ 3,993
	Interest-bearing cash	26,522,677	26,522,677	26,522,677
			\$ 26,526,670	\$ 26,526,670
Common / collective trusts:				
*	CF GMO ERISA Pool Fund	2,679	\$ 31,474,712	\$ 59,492,441
*	Northern Trust Coltv Short Term Investment Fund	36,415,712	36,415,712	36,415,712
			\$ 67,890,424	\$ 95,908,153
Registered investment companies:				
*	MFO GMO TR Emerging Country Debt Class III	471,697	\$ 4,361,083	\$ 4,533,008
*	MFO GMO TR Foreign Small Class III	1,200,314	15,419,727	19,985,232

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(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
*	MFO GMO US Qual Fund III	2,373,770	43,587,490	59,154,354
			\$ 63,368,300	\$ 83,672,594
Hedge funds:				
	CF Kingstown Partners Offshore Ltd.	4,871	\$ 5,000,000	\$ 7,311,665
	CF van Biema Asia Value Ltd. CL C SER 0111 FD	5,000	5,000,000	5,442,050
	CF van Biema Asia Value Ltd. CL C SER 0211 FD	5,000	5,000,000	5,589,300
	CF van Biema Asia Value Ltd. CL C SER 0411 FD	10,000	10,000,000	10,905,500
	CF van Biema Value Ltd. CL B SER 05059 FD	20,000	20,000,000	35,641,400
			\$ 45,000,000	\$ 64,889,915
Limited partnerships:				
	MFP Partners, LP	20,000,000	\$ 20,000,000	\$ 46,589,300
	van Biema Global Value Fund, LP	5,000,000	5,000,000	5,518,960
			\$ 25,000,000	\$ 52,108,260
Other miscellaneous investments:				
	Greece IDX/LKD	50,400	\$ 1,559	\$ 826
	Two HBRS INVT Corp.	53,800	498,083	499,264
	Medical PPTYS TR Inc.	81,000	868,065	989,820
	Starwood Property Trust Inc.	27,500	595,205	761,750
	US Treasury bills	11,000,000	10,998,060	10,999,659
			\$ 12,960,972	\$ 13,251,319
			\$ 382,481,960	\$ 577,617,467

Note: The above data is based upon information which has been certified by The Northern Trust Company, Trustee of the plan, as complete and accurate. Cost refers to historical cost.

*Party-in-interest.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Interest discounts and mortality rates were updated from 2012 to 2013 in accordance with PPA and MAP-21.
- The commencement ages for current and future deferred vested participants was updated from 2012 to 2013 to 25% at age 62 and 75% at age 65 (from 50% at age 62 and 50% at age 65) to better reflect plan experience.
- The retirement rates were updated from 2012 to 2013 to better reflect plan experience. The prior retirement rate table is detailed below.

Prior retirement rates:

Attained age	Rate	Attained age	Rate
Under 55	0%	63	15%
55	7%	64	30%
56	5%	65	50%
57	6%	66	30%
58	6%	67	30%
59	10%	68	40%
60	15%	69	80%
61	15%	70 and above	100%
62	25%		