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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
HENKEL OF AMERICA RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 09/01/1977

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

HENKEL OF AMERICA, INC.

7201 EAST HENKEL WAY
SCOTTSDALE, AZ 85255

2b Employer Identification Number (EIN)
41-1372525

2c Sponsor's telephone number
480-754-3425

2d Business code (see instructions)
325100

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.	10/13/2014	KIM KEMPER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

REMUNERATION AND BENEFITS COMMITTEE OF HENKEL OF AMERICA, INC.
HENKEL CORPORATION
7201 EAST HENKEL WAY
SCOTTSDALE, AZ 85255

3b Administrator's EIN: 41-1403610

3c Administrator's telephone number: 480-754-3425

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**	4860
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**	1060
b	Retired or separated participants receiving benefits	**6b**	1384
c	Other retired or separated participants entitled to future benefits	**6c**	910
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3354
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	231
f	Total. Add lines **6d** and **6e**.	**6f**	3585
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 3H

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

9a Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
HENKEL OF AMERICA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HENKEL OF AMERICA, INC.

D Employer Identification Number (EIN)
41-1372525

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
22-1211670	68241	000594	6	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	1217286
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**	14000		
	(3) Interest credited during the year	**7c(3)**	57821		
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6)Total additions			**7c(6)**	71821
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	1289107
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	1289107

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision)	**b** ☐ Dental	**c** ☐ Vision	**d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness)	**f** ☐ Long-term disability	**g** ☐ Supplemental unemployment	**h** ☐ Prescription drug
i ☐ Stop loss (large deductible)	**j** ☐ HMO contract	**k** ☐ PPO contract	**l** ☐ Indemnity contract
m ☐ Other (specify) ▶			

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

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

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

A Name of plan
HENKEL OF AMERICA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
HENKEL OF AMERICA, INC.

D Employer Identification Number (EIN)
41-1372525

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2013			
2	Assets:			
	a Market value	**2a**		464025420
	b Actuarial value	**2b**		445435234
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	1560	134745603
	b For terminated vested participants	**3b**	2184	89490962
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		13964264
	(2) Vested benefits	**3c(2)**		143197278
	(3) Total active	**3c(3)**	1116	157161542
	d Total	**3d**	4860	381398107
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**		6.33 %
6	Target normal cost	**6**		10231961

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary

10/08/2014
Date

MARCY SIMON
Type or print name of actuary

14-05311
Most recent enrollment number

MERCER
Firm name

215-982-4600
Telephone number (including area code)

THREE LOGAN SQUARE
1717 ARCH STREET, SUITE 1100
PHILADELPHIA, PA 19103
Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	11945198	59032214
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	7699392	
9	Amount remaining (line 7 minus line 8)	4245806	59032214
10	Interest on line 9 using prior year's actual return of 10.64 %	451754	6281028
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		28834471
	b Interest on (a) using prior year's effective interest rate of 7.04 % except as otherwise provided (see instructions)		2307125
	c Total available at beginning of current plan year to add to prefunding balance		31141596
	d Portion of (c) to be added to prefunding balance		31141596
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)	4697560	96454838

Part III Funding Percentages

14	Funding target attainment percentage	14	90.26 %
15	Adjusted funding target attainment percentage	15	116.79 %
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	100.52 %
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
09/12/2014	32970853	0			
			Totals ► 18(b)	32970853	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	29711518

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	59

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**	10231961
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	37115271	6194241
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**	16426202

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	4697560	3857320	8554880

36 Additional cash requirement (line 34 minus line 35)	**36**	7871322
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	29711518

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	21840196
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	8554880
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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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	**B** Three-digit plan number (PN) ▶
HENKEL OF AMERICA RETIREMENT PLAN	002

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
HENKEL OF AMERICA, INC.	41-1372525

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	JUDITH K. LARGE	**b** EIN: 13-2834414
c	Position:	ENROLLED ACTUARY	
d	Address:	1717 ARCH STREET, SUITE 1100 PHILADELPHIA, PA 19103	**e** Telephone: 215-982-4600

Explanation: THE ENROLLED ACTUARY WHO SIGNED THE PREVIOUS SCHEDULE SB IS NO LONGER EMPLOYED BY THE CONSULTING FIRM THAT PROVIDES ACTUARIAL SERVICES TO THE PLAN.

a	Name:	PARENTEBEARD LLC	**b** EIN: 23-2932984
c	Position:	ACCOUNTANT	
d	Address:	1650 MARKET STREET, SUITE 4500 PHILADELPHIA, PA 19103	**e** Telephone: 215-972-0701

Explanation: EFFECTIVE 10/1/2014, PARENTEBEARD LLC MERGED INTO AND BECAME BAKER TILLY VIRCHOW KRAUSE, LLP (EIN: 39-0859910). THIS WAS NOT A TERMINATION OF AUDITORS; JUST A CHANGE OF THE NAME AND EIN OF THE AUDITORS DUE TO A MERGER OF TWO ACCOUNTING FIRMS.

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
HENKEL OF AMERICA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HENKEL OF AMERICA, INC.

D Employer Identification Number (EIN)
41-1372525

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: HENKEL CORP RETIREMENT MASTER TRUST

b Name of sponsor of entity listed in (a): HENKEL OF AMERICA, INC.

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)
41-1372525-100	M	382926840

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)

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
HENKEL OF AMERICA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HENKEL OF AMERICA, INC.

D Employer Identification Number (EIN)
41-1372525

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	32970853
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	465424883	382926840
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1217287	1289107
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	466642170	417186800
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	466642170	417186800

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)	32970853	
(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)		32970853
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	71820	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		71820
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		2766501
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		35809174
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	85264544	
(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)		85264544
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		85264544
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-49455370
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: BAKER TILLY VIRCHOW KRAUSE, LLP (2) EIN: 39-0859910

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g	X		7802910
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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
HENKEL OF AMERICA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HENKEL OF AMERICA, INC.

D Employer Identification Number (EIN)
41-1372525

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** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-3581074

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** 1164

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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: 23.0% Investment-Grade Debt: 75.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 2.0%

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):

Henkel of America Retirement Plan

Financial Statements and Supplementary Information

December 31, 2013 and 2012

BAKER TILLY

Candor. Insight. Results.

Henkel of America Retirement Plan

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December 31, 2013 and 2012

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BAKER TILLY

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Independent Auditors' Report

Participants and Administrator
Henkel of America Retirement Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the DOL's Rules and Regulations for Reporting and Disclosures 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 supplemental schedule.

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

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

Baker Tilly Virchow Krause, LLP

Philadelphia, Pennsylvania
October 10, 2014

Henkel of America Retirement Plan

Statement of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value:		
Plan interest in the Henkel of America Master Trust	$ 382,926,840	$ 465,424,883
Investment in group annuity contract	1,289,107	1,217,287
Total investments	384,215,947	466,642,170
Employer contribution receivable	32,970,853	-
Total assets	417,186,800	466,642,170
Liabilities		
Accrued expenses	500,910	583,877
Net assets available for benefits	$ 416,685,890	$ 466,058,293

See notes to financial statements

Henkel of America Retirement Plan

Statement of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	2013	2012
Additions		
Investment income:		
Plan interest in the Henkel of America Master Trust investment income	$ 4,232,353	$ 43,039,957
Interest and dividends	71,820	71,429
Total investment income	4,304,173	43,111,386
Employer contribution	32,970,853	31,709,321
Total additions	37,275,026	74,820,707
Deductions		
Benefits paid to participants	85,264,544	24,597,596
Administrative fees and expenses	1,593,321	912,030
Total deductions	86,857,865	25,509,626
Net Transfers in (See Note 1)	210,436	119,896
Net (decrease) increase in net assets available for benefits	(49,372,403)	49,430,977
Net Assets Available for Benefits		
Beginning of Year	466,058,293	416,627,316
End of Year	$ 416,685,890	$ 466,058,293

See notes to financial statements

1. Description of Plan

The following description of the Henkel of America Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan established in 1977, covering non-union employees of Henkel of America, Inc. (the "Company") who were hired prior to January 1, 2003. The Henkel of America, Inc. Remuneration and Benefits Committee ("REMCO"), and the plan administrator, appointed by the Company, control and manage the operation and administration of the Plan. State Street Bank and Trust Company, N.A. ("State Street") and Prudential Insurance Company of America ("Prudential") (collectively, the "Trustees") serve as the trustees of the Plan. The Plan's investments are held primarily in the Henkel of America Master Trust (the "Master Trust"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2003, the Plan was frozen to participation.

On August 17, 2006, REMCO approved the merger of the Sovereign Chemical Corporation Retirement Plan for Salaried Employees and the Pierce and Stevens Hourly Wage Pension Plan into the Plan effective January 1, 2007.

Effective September 1, 2013, the Plan was amended to allow for certain terminated vested participants to receive a distribution of their vested benefits if certain requirements are met.

The Plan evaluated subsequent events for the recognition or disclosure through October 10, 2014, the date the financial statements were available to be issued.

Pension Benefits

Eligible participants with five or more years of service are fully vested and entitled to pension benefits (beginning at normal retirement age, which is 65) equal to 1.15% of their average monthly earnings for the highest four consecutive calendar years during the last ten calendar years of service up to the Social Security Earnings Base, plus 1.55% of such average monthly earnings in excess of the Social Security Earnings Base, multiplied by the number of years of credited benefit service (maximum 30 years). Reduced early retirement benefits may be elected by a participant who reaches age 55 and has at least five years of credited service. Former participants of certain predecessor plans shall have their benefit calculated under this Plan offset by their benefit under the predecessor plan.

Generally, payment of benefits will be in the form of a single life annuity for unmarried participants and a joint and survivor annuity for married participants, unless the participant, with spousal consent, elects another form of benefit permitted by the Plan. Other forms of pension benefit payments are available at the participant's option. The distribution of a benefit to any participant entitled to receive a benefit will commence no later than April 1 of the following calendar year in which the participant (1) attains age 70 ½ or (2) the calendar year in which the participant retires.

Death and Disability Benefits

If a married vested participant dies prior to retirement, then a monthly survivor annuity is payable to the surviving spouse. If the participant dies after age 55, then the surviving spouse would receive the same benefit that would have been payable to the spouse had the participant retired on the day before his or her death. If the participant dies before age 55, then the surviving spouse would receive the same benefit that would have been payable to the spouse had the participant survived to age 55. If an active employee with five or more years of service dies after age 55, then the surviving spouse is eligible to receive an additional supplemental death benefit, as defined in the plan document.

A participant who becomes disabled while an employee of the Company is eligible to receive a benefit commencing at normal retirement based on continuous service, determined as though the participant had continued in active employment to age 65.

Transfers

The net transfers in of $210,436 and $119,896 as of December 31, 2013 and 2012, respectively, represent reallocations of assets within the Master Trust between the Plan and affiliated plans of the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets 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, and changes therein. Actual results could differ from those estimates.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the plan document. 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 Statement of Changes in Net Assets Available for Benefits. In addition, certain investment related expenses are included in the Plan interest in the Henkel of America Master Trust investment income presented in the accompanying Statement of Changes in Net Assets Available for Benefits.

Investment Valuation and Income Recognition

Investments in the Master Trust and the group annuity contract are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment income includes the Plan's interest in the Master Trust's and the group annuity contract gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits presented below is based on an actuarial valuation as of January 1, 2013 and 2012, prepared by the Plan's actuary, Mercer, using the present value of accrued benefits, as required by the Pension Protection Act ("PPA").

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service participants have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on participants' compensation and/or length of participation.

Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to participant service rendered to the valuation date.

The actuarial present value of accumulated plan benefits 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, withdrawal, retirement, and termination of employment) between the valuation date and the expected date of payment.

The actuarial present values of accumulated plan benefits as of January 1, 2013 and 2012 are as follows:

	2013	2012
Vested benefits:		
Retired participants and beneficiaries currently receiving benefit payments	$ 140,623,074	$ 129,107,798
Other participants	257,010,301	242,376,683
Total vested benefits	397,633,375	371,484,481
Nonvested benefits	14,404,231	15,161,460
Actuarial present value of accumulated plan benefits	$ 412,037,606	$ 386,645,941

The changes in actuarial present value of accumulated plan benefits for the year ended December 31, 2012 are as follows:

Actuarial present value of accumulated plan benefits, at beginning of year	$ 386,645,941
Increase (decrease) during the year attributable to:	
Benefits accumulated and experience gains or losses	15,367,280
Increase for interest due to decrease in discount period	22,026,011
Benefits paid	(24,597,596)
Change in actuarial assumptions	12,595,970
Actuarial present value of accumulated plan benefits, at end of year	$ 412,037,606

During 2012, the actuarial present value of accumulated plan benefits increased by $12,595,970 as a result of a change in actuarial assumptions. The change in assumptions included a change in the investment rate of return per annum from 5.90% as of January 1, 2012 to 5.70% as of January 1, 2013. Various mortality tables were also updated per the Internal Revenue Code (“IRC”) Section 417(e).

Significant actuarial assumptions underlying the actuarial computations are:

(a) Mortality	- January 1, 2013: RP-2007 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA for annuitants and non annuitants. - January 1, 2012: RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA for annuitants and non annuitants.
(b) Average retirement age	- 59 (normal retirement age - 65)
(c) Investment return	- January 1, 2013: 5.70% per annum, net of investment expenses. - January 1, 2012: 5.90% per annum, net of investment expenses.

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

3. Related Party Transactions and Party In Interest Transactions

The Plan's investments are administered under a contract with Street Bank and Trust Company, N.A. and Prudential Insurance Company of America, the trustees of the Plan. Contributions are held and managed by the trustees, who invests cash received, interest, and dividend income and makes distributions to participants. These transactions qualify as party in interest transactions which are exempt from the prohibited transactions rules of ERISA.

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

4. Funding Policy

The Company's funding policy is to make annual contributions to the Plan as determined by the Plan's independent actuary in amounts necessary to provide the Plan with assets sufficient to fund participants' benefits by the time they retire. No participant contributions are permitted. The minimum funding requirements of ERISA were met for 2013 and 2012.

Although it has not expressed any intention to do so, 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.

5. Plan Termination

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:

1. Annuity benefits 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.

2. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations (discussed subsequently).

3. All other vested benefits (that is, vested benefits not insured by the PBGC).

4. 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 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. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

6. Fair Value Measurements

The Plan measures its investments at fair value on a recurring basis in accordance with accounting principles generally accepted in the United States of America. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The framework that the authoritative guidance establishes for measuring fair value includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs used in determining valuations into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

Level 1 - Fair value is based on unadjusted quoted prices in active markets that are accessible to the Plan for identical assets. These generally provide the most reliable evidence and are used to measure fair value whenever available.

Level 2 - Fair value is based on significant inputs, other than Level 1 inputs, that are observable either directly or indirectly for substantially the full term of the asset through corroboration with observable market data. Level 2 inputs include quoted market prices in active markets for similar assets or liabilities, quoted market prices in inactive markets for identical or similar assets, and other observable inputs.

Level 3 - Fair value is based on significant unobservable inputs. Examples of valuation methodologies that result in Level 3 classification include option pricing models, discounted cash flows, and similar techniques.

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

Short-term investments consist of cash and cash equivalents, foreign currencies, the State Street Short Term Investment Fund and U.S. Treasury Bills. The State Street Short Term Investment Fund is valued at net asset value ("NAV") of shares held at year end. Foreign currencies and U.S. Treasury Bills are valued based on quoted market prices in the active markets on which the individual securities are traded.

Common stocks are valued based on quoted market prices in the active markets on which the individual securities are traded.

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Master Trust are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Corporate debt obligations are valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

U.S. government agency securities are valued using pricing models maximizing the use of observable inputs for similar securities.

Private equity funds, partnership investments and real estate funds are valued at their NAV, as provided by the trustee. NAV is used as a practical expedient to estimate this value. The NAV is based on the fair value of the underlying investments held by the funds less their liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Private equity funds and partnership investments are valued based upon the NAV of funds held at year end. Debt and capital market private equity and partnership investments funds' objectives are to provide long term capital growth through investing in international governmental and corporate obligations, joint capital ventures and international securities. The Plan considers fair value measurements based on valuations provided by the general partners of the funds. The values assigned to private equity funds are based upon the general partners estimates and assessment of each underlying investment, incorporating valuation techniques that consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, and performance multiples, among other factors. The debt and capital markets private equity funds and partnership investments do not have unfunded commitments or significant redemption restrictions as of December 31, 2013 and 2012.

Real estate funds are valued based upon the NAV of the fund held at year end. Net asset values are based upon the fair value of the underlying assets using appraisals and other unobservable inputs. The funds invest in diversified residential real estate with the goal of capital appreciation.

Other investments include options on equity securities, valued based on other observable inputs directly or indirectly through corroboration with observable market data.

International debt obligations are valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available. The Master Trust liquidated these securities in 2013.

The group annuity contract is valued at contract value which approximates fair value based on unobservable inputs, as observable inputs are not available, using valuation methodologies to determine fair value to include matrix pricing and other similar techniques. As of December 31, 2013 and 2012, Prudential's credit ratings were as follows: A+ by A.M. Best Company, A+ by Fitch Ratings, A1 by Moody's Investors Service, and AA- by Standard & Poor's. The high credit ratings of Prudential as of the measurement date uphold the annuity contract's ability to meet obligations set forth in the contracts.

Contract value is the aggregation of contributions, plus interest, less withdrawals, if any. The crediting rates are a guaranteed rate. The contract has redemption restrictions based on the terms of the underlying contract and is an unfunded commitment as claims against the contract are solely supported by Prudential's ability to pay on such claims. The redemption restrictions do not have a material impact on contract value.

The preceding methods 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 fair value measurement at the reporting date.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of that financial instrument, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value	Valuation Technique	Unobservable Inputs	Range of Significant Input Values
December 31, 2013				
Prudential group annuity contract	$ 1,289,107	Discounted Cash Flow	Risk-adjusted discount rate	4.75 %
December 31, 2012				
Prudential group annuity contract	$ 1,217,287	Discounted Cash Flow	Risk-adjusted discount rate	4.75 %

The following tables set forth by level, within the fair value hierarchy, the Plan's fair value measurements at December 31, 2013 and 2012:

	Level 1	Level 2	Level 3	Total
Assets at Fair Value as of December 31, 2013				
Prudential group annuity contract	$ -	$ -	$ 1,289,107	$ 1,289,107
Total assets, excluding Plan interest in Master Trust, at fair value	$ -	$ -	$ 1,289,107	$ 1,289,107
Assets at Fair Value as of December 31, 2012				
Prudential group annuity contract	$ -	$ -	$ 1,217,287	$ 1,217,287
Total assets, excluding Plan interest in Master Trust, at fair value	$ -	$ -	$ 1,217,287	$ 1,217,287

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2013 and 2012:

	Group Annuity Contract
Balance, December 31, 2011	$ 1,145,858
Interest and dividends	71,429
Balance, December 31, 2012	1,217,287
Interest and dividends	71,820
Balance, December 31, 2013	$ 1,289,107

7. Contract with Insurance Company

In 2013 and 2012, the Plan was invested in an unallocated group annuity contract with Prudential. The group annuity contract represents coverage for a small number of employees under a predecessor plan. The crediting interest rate and average yield was 4.75% for the years ended December 31, 2013 and 2012.

8. Interest in Master Trust

The Master Trust was established for the investment of the Plan's assets and other sponsored employee benefit plans of the Company. As of December 31, 2013 and 2012, the Plan's undivided interest in the net assets of the Master Trust was approximately 43% and 44%, respectively.

The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses of the Master Trust are allocated to the participating plans based on the plans' proportionate beneficial interest in the Master Trust during the year.

The following table presents the net assets of the Master Trust as of December 31, 2013 and 2012:

	2013	2012
Investments:		
Short-term investments	$ 18,595,484	$ 124,090,500
Common stock	96,442,032	98,554,417
Mutual funds	241,069,974	259,221,848
Corporate debt obligations	454,442,910	471,713,325
U.S. government securities	32,506,552	30,134,010
Private equity funds and partnership investments	39,832,368	48,526,156
Other	1,194,258	238,003
Real estate funds	19,079	19,037
International debt obligations	-	42,757,450
Total investments	884,102,657	1,075,254,746
Cash	-	1,194,341
Receivable on foreign currency contracts	5,607	307,120
Receivables for interest, dividends and securities sold	6,644,759	6,732,239
Total net assets	$ 890,753,023	$ 1,083,488,446

The following is a summary of the allocation of net assets of the Henkel of America Master Trust between the plans as of December 31, 2013 and 2012:

	2013		2012	
	Amount	Percentage	Amount	Percentage
Henkel of America Retirement Plan	$ 382,926,840	43%	$ 465,424,883	44%
Dial Corporation Future Security Plan	244,134,666	27%	298,122,169	27%
National Starch Consolidated Pension Plan	192,578,751	22%	230,342,767	21%
Dial Labor Pension Program	66,646,256	7%	84,022,072	8%
Henkel Corporation Defined Contribution Retirement Plan	4,300,778	1%	5,435,897	*%
Other plans	165,732	*%	140,658	*%
Total	$ 890,753,023	100%	$ 1,083,488,446	100%

* Plan represents less than 1% of the Henkel of America Master Trust.

During 2013 and 2012, the Master Trust's investments (including investments bought and sold, as well as held during the year) (depreciated) appreciated as follows:

	2013	2012
Investment income:		
Net (depreciation) appreciation in fair value of investments:		
Corporate debt obligations	$ 10,306,392	$ 29,169,288
Short term investments	(29,988)	40,350
Private equity funds and partnership investments	(126,498)	(229,270)
Mutual funds	10,584,971	25,425,539
U.S. government securities	(3,492,904)	(102,457)
Real estate funds	2,274	3,692
International government securities	71,293	1,559,912
International debt obligations	(58,725,992)	3,904,226
Common stock	24,356,903	12,011,914
Gain on interest rate swaps	447,578	-
Loss on interest rate swaps	-	(169,093)
Net (depreciation) appreciation in fair value	$ (16,605,971)	$ 71,614,101

The following are the changes in net assets for the Master Trust for the years ended December 31, 2013 and 2012.

	2013	2012
Net (depreciation) appreciation in fair value	$ (16,605,971)	$ 71,614,101
Interest, dividends, and other income	26,466,301	28,213,329
Gain on foreign exchange contracts	2,869,672	1,985,501
Total investment income	12,730,002	101,812,931
Less investment fee	(2,565,987)	(3,875,729)
Net investment income	10,164,015	97,937,202
Contributions	-	102,831,824
Transfer in	(699,407)	-
Benefit payments	(197,589,614)	(56,986,927)
Administrative expenses	(4,610,417)	(3,432,977)
(Decrease) increase in net assets	(192,735,423)	140,349,122
Net assets:		
Beginning of year	1,083,488,446	943,139,324
End of year	$ 890,753,023	$ 1,083,488,446

The following tables summarize the assets measured by level, within the fair value hierarchy at fair value on a recurring basis for the Master Trust as of December 31, 2013 and 2012:

	Master Trust Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Short-term investments	$ 18,595,484	$ -	$ -	$ 18,595,484
Common stock:				
Aerospace/Defense Equity	4,522,903	-	-	4,522,903
Banks-Foreign	7,538,786	-	-	7,538,786
Banks	1,436,986	-	-	1,436,986
Beverages	2,910,595	-	-	2,910,595
Business Services Equity	3,698,971	-	-	3,698,971
Chemicals Equity	3,363,367	-	-	3,363,367
Commercial Services	484,333	-	-	484,333
Conglomerates	612,454	-	-	612,454
Construction	1,021,139	-	-	1,021,139
Consumer Durables Equity	1,391,461	-	-	1,391,461
Consumer Non-Durable Equity	3,250,986	-	-	3,250,986
Consumer Services Equity	1,872,707	-	-	1,872,707
Department Stores	84,304	-	-	84,304
Energy Equity	3,016,432	-	-	3,016,432
Gaming	312,430	-	-	312,430
Media/Entertainment Energy	1,151,881	-	-	1,151,881
Real Estate Developers/Builders	1,648,150	-	-	1,648,150
Financial Services Equity	7,009,907	-	-	7,009,907
Food Services	1,925,108	-	-	1,925,108
Gold	216,235	-	-	216,235
Health Care Equity	2,784,320	-	-	2,784,320
Insurance	5,186,948	-	-	5,186,948
Materials Equity	1,503,597	-	-	1,503,597
Manufacturing/Machinery	4,198,221	-	-	4,198,221
Merchandising Equity	73,249	-	-	73,249
Mining	225,969	-	-	225,969
Oil and Gas Equity	5,803,397	-	-	5,803,397
Packaging Products Equity	1,250,319	-	-	1,250,319
Pharmaceutical	8,132,117	-	-	8,132,117
REITs	1,948,059	-	-	1,948,059
Software Equity	1,675,688	-	-	1,675,688
Steel & Other Metals Equity	2,453,403	-	-	2,453,403
Technology Equity	3,839,169	-	-	3,839,169
Telecommunications Equity	4,644,388	-	-	4,644,388
Transportation Equity	3,320,406	-	-	3,320,406
Utilities Equity	1,297,326	-	-	1,297,326
Wholesale Dist Equity	636,321	-	-	636,321
Total common stock	96,442,032	-	-	96,442,032

	Master Trust Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Fixed income funds	$ 158,718,120	$ -	$ -	$ 158,718,120
Equity funds	82,351,854	-	-	82,351,854
Total mutual funds	241,069,974	-	-	241,069,974
Corporate debt obligations:				
A	-	95,408,052	-	95,408,052
A+	-	109,498,440	-	109,498,440
A-	-	122,540,554	-	122,540,554
AA+	-	24,244,126	-	24,244,126
AA	-	20,581,357	-	20,581,357
AA-	-	34,165,131	-	34,165,131
AAA	-	3,057,067	-	3,057,067
BB	-	617,114	-	617,114
BBB+	-	23,607,775	-	23,607,775
BBB	-	13,591,800	-	13,591,800
BBB-	-	5,854,684	-	5,854,684
CCC	-	1,274,968	-	1,274,968
D	-	1,842	-	1,842
Total corporate debt obligations	-	454,442,910	-	454,442,910
U.S. government securities	-	32,506,552	-	32,506,552
Private equity funds and partnership investments	-	39,832,368	-	39,832,368
Other	-	1,194,258	-	1,194,258
Real estate funds	-	-	19,079	19,079
Total assets at fair value	$ 356,107,490	$ 527,976,088	$ 19,079	$ 884,102,657

	Master Trust Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Short-term investments	$ 124,090,500	$ -	$ -	$ 124,090,500
Common stock:				
Aerospace/Defense Equity	2,703,195	-	-	2,703,195
Banks-Foreign	5,287,218	-	-	5,287,218
Banks	1,797,670	-	-	1,797,670
Business Services Equity	2,966,245	-	-	2,966,245
Chemicals Equity	3,844,290	-	-	3,844,290
Commercial Services	294,177	-	-	294,177
Conglomerates	363,584	-	-	363,584
Construction	1,049,044	-	-	1,049,044
Consumer Durables Equity	5,137,325		-	5,137,325
Consumer Non-Durable Equity	6,637,687	-	-	6,637,687
Consumer Services Equity	2,037,015	-	-	2,037,015
Department Stores	191,760	-	-	191,760
Energy Equity	3,129,414	-	-	3,129,414
Gaming	354,843	-	-	354,843
Media/Entertainment Energy	1,440,860	-	-	1,440,860
Real Estate Developers/Builders	1,676,310	-	-	1,676,310
Financial Services Equity	9,365,635	-	-	9,365,635
Food Services	446,890	-	-	446,890
Gold	1,141,277	-	-	1,141,277
Health Care Equity	2,949,694	-	-	2,949,694
Insurance	5,656,312	-	-	5,656,312
Materials Equity	1,986,397	-	-	1,986,397
Manufacturing/Machinery	4,077,666	-	-	4,077,666
Merchandising Equity	383,671	-	-	383,671
Oil and Gas Equity	6,375,016	-	-	6,375,016
Packaging Products Equity	1,444,843	-	-	1,444,843
Pharmaceutical	7,852,051	-	-	7,852,051
REITs	1,399,545	-	-	1,399,545
Shipping	275,516	-	-	275,516
Software Equity	924,445	-	-	924,445
Steel & Other Metals Equity	3,042,487	-	-	3,042,487
Technology Equity	3,772,709	-	-	3,772,709
Telecommunications Equity	5,163,204	-	-	5,163,204
Transportation Equity	1,500,200	-	-	1,500,200
Utilities Equity	1,501,477	-	-	1,501,477
Wholesale Dist Equity	384,745	-	-	384,745
Total common stock	98,554,417	-	-	98,554,417

	Master Trust Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Fixed income funds	$ 170,410,457	$ -	$ -	$ 170,410,457
Equity funds	88,811,391	-	-	88,811,391
Total mutual funds	259,221,848	-	-	259,221,848
Corporate debt obligations:				
A	-	195,264,142	-	195,264,142
A+	-	106,358,949	-	106,358,949
A-	-	65,424,624	-	65,424,624
AA+	-	25,208,660	-	25,208,660
AA	-	37,104,713	-	37,104,713
AA-	-	24,905,406	-	24,905,406
AAA	-	2,370,427	-	2,370,427
BB	-	-		-
BBB+	-	15,076,404	-	15,076,404
Total corporate debt obligations	-	471,713,325	-	471,713,325
International debt obligations:				
BBB+	-	13,974,415	-	13,974,415
A	-	221,520	-	221,520
AA-	-	345,983	-	345,983
A+	-	2,319,849	-	2,319,849
A-	-	12,010,668	-	12,010,668
BBB	-	10,410,058	-	10,410,058
BBB-	-	3,462,746	-	3,462,746
CCC	-	12,211	-	12,211
Total international debt obligations	-	42,757,450	-	42,757,450
U.S. government securities	-	30,134,010	-	30,134,010
Private equity funds and partnership investments	-	48,526,156	-	48,526,156
Other	-	238,003	-	238,003
Real estate funds	-	-	19,037	19,037
Total assets at fair value	$ 481,866,765	$ 593,368,944	$ 19,037	$ 1,075,254,746

The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the years ended December 31, 2013 and 2012:

	Real Estate Funds
Balance, December 31, 2011	$ 27,079
Unrealized gains and losses	(1,929)
Realized gains and losses	5,620
Sales	(11,733)
Balance, December 31, 2012	19,037
Unrealized gains	42
Balance, December 31, 2013	$ 19,079

The following table presents the investments that represent 5 percent or more of the Master Trust's net assets:

	2013	2012
Mutual funds:		
Blackrock Long Term Government Bond Ind	$ 111,353,986	$ 120,981,749
EB DV Nonsl LG Cap Stck Ind	80,924,938	86,849,080
Blackrock International Government Bond Ind	47,364,133	*

* Investment did not represent 5% or more of the Plan's net assets.

9. Information Certified by Trustees

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2013 and 2012. Accordingly, State Street Bank and Trust Company, N.A., the trustee of the Plan, has certified to the completeness and accuracy of those investments held by the Master Trust reported in the accompanying Statement of Net Assets Available for Benefits as of December 31, 2013 and 2012 and the related investment activity of the Master Trust reported in the Statement of Changes in Net Assets Available for Benefits for the years then ended.

Prudential Insurance Company of America, trustee of the Plan, has certified to the completeness and accuracy of the group annuity contract reported in the accompanying Statement of Net Assets Available for Benefits as of December 31, 2013 and 2012, the supplemental Schedule of Assets (Held at End of Year) as of December 31, 2013, and the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits of the income of the group annuity contract for the years ended December 31, 2013 and 2012.

10. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated August 3, 2012, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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

11. Risks and Uncertainties

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.

In addition, the Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit 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 Statement of Net Assets Available for Benefits.

12. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits and the changes in net assets available for benefits on the financial statements to Form 5500 at December 31, 2013 and 2012 and the year ended December 31, 2013:

	2013	2012
Net assets available for benefits on financial statements	$ 416,685,890	$ 466,058,293
Accrued administrative fees and expenses	500,910	583,877
Net assets available for benefits on Form 5500	$ 417,186,800	$ 466,642,170

	2013
Total net decrease on the financial statements	$ (49,372,403)
Plus current year accrued administrative fees and expenses	500,910
Less prior year accrued administrative fees and expenses	(583,877)
Total net decrease on Form 5500	$ (49,455,370)

Henkel of America Retirement Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
EIN: 41-1372525 Plan No: 002
December 31, 2013

(a)	Identity of Issue (b)	Description of Investment (c)	Cost (d)	Current Value (e)
*	Prudential Insurance Company of America	Group annuity contract (4.75% interest rate)	$ 1,289,107	$ 1,289,107

* A party in interest as defined by ERISA

Schedule SB, Line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25											
25–29											
30–34		3	17								20
35–39		12	65 93,683	12							89
40–44		7	86 99,751	43 107,230	8	14	3				161
45–49		11	47 112,784	18	60 102,914	54 110,473	22 108,133	1			213
50–54		3	3	53 97,218	71 111,954	57 110,114	53 129,075	31 92,552	3		274
55–59			2	31 81,176	49 110,982	37 103,745	46 132,366	37 97,773	17	3	222
60–64				16	20 96,373	22 92,738	19	17	13	4	111
65–69			1	9	2	8	1		1		22
70 & up						1		1	1	1	4
Total	0	36	221	182	210	193	144	87	35	8	1,116

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 each age/service combination limited to $255,000. Average pay is not shown for plans with less than 1,000 active participants or cells with fewer than 20 participants.

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

Actuarial Assumptions

Discount rate sponsor elections

• Segment rates or full yield curve	Segment	
• Look-back months	0	
	Stabilized	**Nonstabilized**
• First 5 years	4.94%	1.62%
• Next 15 years	6.15%	4.40%
• Over 20 years	6.76%	5.45%

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.
417(e) lump sums	Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Cash balance plans

• Interest accumulation rate	4.50%
• Whipsaw calculations	Not applicable
• Annuity conversion	
— Mortality table	2013 IRC Section 417(e) unisex mortality
— Interest rate basis	Funding segment rates

Other economic assumptions

• Salary increases	4.25% per year
• Social Security wage base	3.50% per year
• Inflation	2.75% per year
• Expected investment return	6.10% for 2011, 5.90% for 2012 and 5.70% for 2013
• Expenses	Expected expenses equal to prior year administrative expenses. For 2013, this amount is $1,000,384 (added to current year normal cost).

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

Demographic assumptions

- Withdrawal: See table of sample rates.
- Disability incidence: 82% of the 1985 Pension Disability Study of the Conference of Consulting Actuaries Class 1 table (sex-distinct)
- Retirement age

Attained age	Percentage
55-57	15%
58-59	20%
60-61	25%
62	30%
63-69	50%
70	100%

- Benefit commencement age for
  - Future vested deferred: 65
  - Current vested deferred: 62
- Spouse assumptions

	Male participants	Female participants
Percentage married	80%	80%
Spouse age difference	3 years younger	3 years older

Form of payment – married	Lump sum	Single life	50% J&S
Active retirements	90%	5%	5%
Future vested deferred	90%	5%	5%
Future disabilities	90%	10%	0%
Future deaths	90%	10%	0%
Current vested deferred	0%	25%	75%

Form of payment – single	Lump sum	Single life
Active retirements	90%	10%
Future vested deferred	90%	10%
Future disabilities	90%	10%
Current vested deferred	0%	100%

Unpredictable contingent event assumptions: Not applicable

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

Table of Sample Rates

Sample withdrawal rates

Attained age	Male	Female
25	13.00%	13.00%
30	11.00	11.00
35	9.00	9.00
40	7.00	7.00
55	0.00	0.00
62	0.00	0.00

Actuarial methods

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during 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. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

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

- **Participants included:** Only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts**: The plan does not have any insurance contracts.

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

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

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

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

A Name of plan
HENKEL OF AMERICA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
HENKEL OF AMERICA, INC.

D Employer Identification Number (EIN)
41-1372525

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2013			
2	Assets:			
	a Market value	2a		464025420
	b Actuarial value	2b		445435234
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	1560	134745603
	b For terminated vested participants	3b	2184	89490962
	c For active participants:			
	(1) Non-vested benefits	3c(1)		13964264
	(2) Vested benefits	3c(2)		143197278
	(3) Total active	3c(3)	1116	157161542
	d Total	3d	4860	381398107
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		6.33%
6	Target normal cost	6		10231961

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 MARCY SIMON | MS — Signature of actuary

10/8/14 — Date

MARCY SIMON — Type or print name of actuary

1405311 — Most recent enrollment number

MERCER — Firm name

215-982-4600 — Telephone number (including area code)

THREE LOGAN SQUARE
1717 ARCH STREET, SUITE 1100
PHILADELPHIA PA 19103
Address of the firm

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	11945198	59032214
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	7699392	
9	Amount remaining (line 7 minus line 8)	4245806	59032214
10	Interest on line 9 using prior year's actual return of 10.64%	451754	6281028
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		28834471
	b Interest on (a) using prior year's effective interest rate of 7.04% except as otherwise provided (see instructions)		2307125
	c Total available at beginning of current plan year to add to prefunding balance		31141596
	d Portion of (c) to be added to prefunding balance		31141596
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)	4697560	96454838

Part III Funding Percentages

14	Funding target attainment percentage	14	90.26%
15	Adjusted funding target attainment percentage	15	116.79%
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	100.52%
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
09/12/2014	32970853	0			
			Totals ► 18(b)	32970853	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	29711518

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

c If 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:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	59

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**	10231961
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	37115271	6194241
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**	16426202

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	4697560	3857320	8554880

36 Additional cash requirement (line 34 minus line 35)	**36**	7871322
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	29711518
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	21840196
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	8554880
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 59.

(A) Age	(B) Retirement Assumptions	(C) L*x*	(D) Number of Retirees	(E) (A) × (D)
55	15.00%	10,000	1,500.00	82,500.00
56	15.00%	8,500	1,275.00	71,400.00
57	15.00%	7,225	1,083.75	61,773.75
58	20.00%	6,141	1,228.25	71,238.50
59	20.00%	4,913	982.60	57,973.40
60	25.00%	3,930	982.60	58,956.00
61	25.00%	2,948	736.95	44,953.95
62	30.00%	2,211	663.26	41,122.12
63	50.00%	1,548	773.80	48,749.40
64	50.00%	774	386.90	24,761.60
65	50.00%	387	193.45	12,574.25
66	50.00%	193	96.72	6,383.52
67	50.00%	97	48.36	3,240.12
68	50.00%	48	24.18	1,644.24
69	50.00%	24	12.09	834.21
70	100.00%	12	12.09	846.30
Total			10,000	588,951.36
Average				58.90

Schedule SB, Part V — Summary of Plan Provisions

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated January 1, 2010 and amended through January 1, 2013, are included in this valuation.

- **Most recent plan amendments included:** Amendment #2, adopted December 1, 2012.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
  - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
  - *Plan amendments:* See above.
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
  - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions
Henkel of America Retirement Plan

Effective date and plan year	Original plan: September 1, 1977 Restated plan: January 1, 2010 Plan year: Calendar Year
Status of the plan	Effective January 1, 2007, only participants whose age plus service on December 31, 2006 equaled 50 or more will continue to earn Benefit Service. All others will no longer accrue Benefit Service. The Plan closed to new hires on January 1, 2003.
Significant events that occurred during the year	None
Definitions	
• Covered employees	All employees of Henkel of America and any affiliated corporations that adopt the Plan and were hired prior to January 1, 2003, excluding employees covered by a Collective Bargaining Agreement that does not provide for participation.
• Employee contributions	None
• Hours of service	Each hour for which the employee is paid for the performance of duties for the Employer.
• Service	Measured from employment date in years and days.
• Benefit Service	Credited in years and months with credit for one month if one hour of service is credited for that month. Measured from first day of employment or date specified if from an acquired plan. Effective December 31, 2006, participants whose age + years of service was less than 50 will not accrue additional Benefit Service. Benefit Service is limited to 30 years.
• Compensation	Remuneration actually paid during any calendar year for base gross wages (including 401(k) deferrals), overtime, bonuses, commissions, incentive payments and foreign service allowances.
• Average Monthly Compensation	Average of highest four consecutive complete calendar years of Compensation during last ten years, divided by 12.
• Covered Compensation	The 35-year average of Social Security wage bases ending in the year Social Security retirement occurs, calculated as though Social Security retirement occurs in the year of termination.

Schedule SB, Part V — Summary of Plan Provisions

• Accrued Benefit	1. A monthly benefit equal to [1 x 2], with a minimum of 3, offset by 4 plus 5, but not less than 9: 1. 1.15% Average Monthly Compensation + 0.4% Average Monthly Compensation in excess of Covered Compensation. 2. Benefit Service with a maximum of 30 years. 3. Benefits accrued to December 31, 1988 under either the Henkel or Emery Retirement Plans. 4. The annuitized value of the participant's balance in the prior company profit sharing plan (for certain acquired company participant benefits). 5. The accrued benefit as of September 30, 1999 from the Henkel of America Pension Plan for Salary Grade 21 participants,. 6. For former participants in the Retirement Plan of Loctite Corporation: the sum of the Loctite account balance as of March 31, 2001 (plus interest credits through the date benefit payments begin) and the Henkel benefit formula [1 x 2] from above, based on service and earnings after April 1, 2001. There is a special transition rule which allows participants to earn up to five years of Benefit Service under the Henkel benefit formula, regardless of the number of years of participation in the Loctite Plan. 7. For former participants in the Loctite/Dexter Pension Plan: the sum of the benefit under the Dexter Plan based on service as of March 31, 2001, and compensation through date of retirement (or other termination) and the Henkel benefit formula [1 x 2] from above, based on service and earnings after April 1, 2001. Under a special transition rule, participants may earn up to 35 years of combined Benefit Service under the two plan formulas.

Schedule SB, Part V — Summary of Plan Provisions

• Accrued Benefit *(continued)*	8. For former ATOFINA participants: the sum of the benefit earned under the ATOFINA plan based on service as of March 31, 2001, and compensation through the date of retirement (or other termination), and the Henkel benefit formula [1 x 2] above, based on service and earnings after April 1, 2001. Under a special transition rule, participants may earn up to 35 years of combined Benefit Service under the two plan formulas. 9. Minimum benefits applicable at normal retirement age, effective January 1, 2002.
Normal retirement	
• Eligibility	First day of the month coincident with or next following the date the participant attains age 65.
• Benefit	Accrued Benefit.
Early retirement	
• Eligibility	Age 55 and 5 years of Service.
• Benefit	Accrued Benefit reduced by 2% per year for each of the first 3 years prior to age 62 and 4% per year for each of the next 4 years.
• Supplemental Benefit	Supplemental monthly benefit of $15 for each month of Benefit Service (with a maximum of 30 years), payable to retirees prior to age 62.
Deferred vested	
• Eligibility	Full vesting upon completion of 5 years of Service. Participants employed after December 31, 2006 will vest at a rate of 20% per year of service.
• Benefit	Accrued Benefit at termination reduced 6% per year for the first 5 years and 4% per year for the next 5 years. No Supplemental Early Retirement Benefit is payable.
Disability	
• Eligibility	Total and permanent disability.
• Benefit	Participant continues to accrue service, if eligible.

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death	
• Eligibility	Married for one year and vested.
• Benefit (if not eligible for early retirement)	Spouse receives same benefit as if participant separated from service on date of death, survived to the earliest retirement age, and commenced payments under a qualified Joint and Survivor annuity. Spouse can choose to defer benefit.
• Benefit (if eligible for early retirement)	Spouse receives same benefit as if participant retired on the day before his death and selected a qualified Joint and Survivor annuity. Spouse can choose to defer benefit.
• Form of payment option	The surviving spouse of a participant employed on June 1, 2008 can elect a lump sum in lieu of surviving spouse annuity.
Pre-retirement death – Supplementary benefit	
• Eligibility	Married for one year and had attained age 55 with 5 years of Service.
• Benefit	A monthly benefit equal to a percentage of Average Monthly Compensation as follows: **Service** — **Percentage** 10 or more years — 25.0% 9 — 22.5% 8 — 20.0% 7 — 17.5% 6 — 15.0% 5 — 12.5% Less than 5 years — 0.0% This benefit is offset by the spouse's death benefit.
Form of benefits	
• Automatic form for unmarried participants	Life Annuity.
• Automatic form for married participants	50% Joint and Survivor Annuity.

Schedule SB, Part V — Summary of Plan Provisions

• Optional forms	▪ Life Annuity ▪ 50%, 75% or 100% Joint and Survivor annuities. Other Joint and Survivor annuities may be available for prior plan benefits. ▪ Lump sum – for participants who are employed on June 1, 2008 for the portion of their accrued benefit that is not attributable to any prior plan benefit. For participants not eligible for retirement at termination, lump sum is based on the age 65 benefit. For participants eligible for retirement at termination, lump sum is based on the benefit at the later of current age or age 60.
• Actuarial equivalence	▪ Optional form conversion factors: 5% interest with the UP94 mortality table projected to 2002. ▪ Lump Sum: 417(e) assumptions with a stability period equal to the plan year; the interest rate as of the prior October.
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.

Schedule SB, Part V — Summary of Plan Provisions

Sovereign Chemical Corporation

Effective date	Original plan: April 1, 1996 Effective December 31, 2006 plan was merged with the Henkel of America Retirement Plan.
Status of the plan	Closed to new entrants as of April 1, 1996
Definitions	
• Covered employees	Any salaried Employee who is employed with an Employer or Related Company of the effective date of this Plan and was a participant under The B.F. Goodrich Retirement Plan for Salaried Employees.
• Participation	An employee shall become a participant in the plan as of April 1, 1996 provided such an individual was a Covered Employee as of such date.
• Employee contributions	None
• Service	A participant's period of benefit service is measured from their date of hire using days. Effective January 5, 2006, Benefit Service is frozen.
• Compensation	Includes base gross wages (including 401(k) deferrals), overtime, bonuses, commissions, incentive payments and foreign service allowances paid during a calendar year.
• Final Average Earnings	Average of the highest four consecutive completed calendar years of Compensation.
• Covered Compensation	The 35 year average of Social Security wage bases ending in the year of a participant's Social Security Normal Retirement Age.
Normal retirement	
• Eligibility	Age 65
• Benefit	a + (b x c) where: a. 1.15% x Final Average Earnings x Benefit Service b. 0.45% x Final Average Earnings in excess of Covered Compensation c. Benefit service with a maximum of 35 years

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
• Eligibility	Age 55 and 10 years of service.
• Benefit	Pension benefit calculated at early retirement. Benefits reduced 6% for each year before age 62.
Late retirement	
• Eligibility	Retirement after Normal Retirement Date.
• Benefit	Normal retirement benefit at postponed retirement date.
Deferred vested	
• Eligibility	5 years of service.
• Benefit	Normal retirement benefit payable at Normal Retirement Date. Benefits may commence as early as age 55 with an actuarially reduced benefit.
Disability	
• Eligibility	Total and permanent disability.
• Benefit	Participant continues to accrue Benefit Service from date of disability, if eligible.
Pre-retirement Death	
• Eligibility	5 years of service.
• Benefit	50% of the Pension Benefit that would have been paid to the participant from (a) the first of the month following death if eligible for early retirement, assuming the participant had retired and commenced payments on the first of the month of death under the 50% joint and survivor option with the spouse as survivor or (b) from the earliest retirement age if not eligible for early retirement at death, assuming termination on the day of death, survived to the earliest retirement age, retired and commenced payments under the 50% joint and survivor option with the spouse as survivor, and died the day following retirement.

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
• Automatic form for unmarried participants	Five year Certain and Life Annuity.
• Automatic form for married participants	Actuarially reduced 50% Joint and Survivor Annuity.
• Optional forms	▪ Life annuity ▪ Actuarially reduced 50% Joint and Survivor Annuity ▪ Actuarially reduced 100% Joint and Survivor Annuity ▪ 10 Year Certain and Life Annuity ▪ 15 Year Certain and Life Annuity
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 not included in the valuation	None

Schedule SB, Part V — Summary of Plan Provisions

Pierce and Stevens Hourly Wage Pension Plan

Effective date	Original plan: April 1, 1963 Effective December 31, 2006, Plan was merged with the Henkel of America Retirement Plan.
Status of the plan	Closed to new entrants as of April 1, 1989. Plan froze as of April 30, 1998.
Definitions	
• Covered employees	Any hourly rated production or maintenance Employee who is regularly employed at the Company's Buffalo, New York Plant, and on and after March 30, 1993, an hourly rated employee who is regularly employed at the Company's Milpitas, California Plan who is the Local 287, affiliated with the International Brotherhood of Teamsters, America.
• Participation	An employee shall become a participant in the Plan as of April 1, 1989 provided such an individual was a Covered Employee as of such date.
• Employee contributions	None
• Service	One year of service is given to an employee who works more than 1,596 hours in one calendar year.
• Monthly Retirement Benefit	$26.00 times Benefit Service. No participant will accrue further benefits under this plan.
Normal retirement	
• Eligibility	Age 65 and five years of participation.
• Benefit	Monthly retirement benefit at Normal Retirement Date.
Early retirement	
• Eligibility	Age 60 and 10 years of service.
• Benefit	Pension benefit calculated at early retirement. Benefits reduced 3% for each year before age 65.
Late retirement	
• Eligibility	Retirement after Normal Retirement Date.
• Benefit	Greater of normal retirement benefit calculated at actual retirement or actuarial equivalent of normal retirement benefit.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	5 years of service.
• Benefit	Normal retirement benefit payable at Normal Retirement Date. Prior to normal retirement, benefit is actuarially reduced from age 65.
Disability	
• Eligibility	10 years of service and totally and permanently disabled while an employee.
• Benefit	Normal retirement benefit payable immediately.
Pre-retirement Death	
• Eligibility	5 years of service.
• Benefit	50% of the Pension Benefit that would have been paid to the participant from (a) the first of the month following death if eligible for early retirement, assuming the participant had retired and commenced payments on the first of the month of death under the 50% joint and survivor option with the spouse as survivor or (b) from the earliest retirement age if not eligible for early retirement at death, assuming termination on the day of death, survived to the earliest retirement age, retired and commenced payments under the 50% joint and survivor option with the spouse as survivor, and died the day following retirement.
Form of benefits	
• Automatic form for unmarried participants	Life Annuity.
• Automatic form for married participants	Actuarially reduced 50% Joint and Survivor Annuity
• Optional forms	▪ Life Annuity ▪ Actuarially reduced 50% Joint and Survivor Annuity ▪ Actuarially reduced 66 2/3% Joint and Survivor Annuity ▪ Actuarially reduced 100% Joint and Survivor Annuity ▪ 5 Year Certain and Life Annuity ▪ 10 Year Certain and Life Annuity ▪ 15 Year Certain and Life Annuity

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous	
• 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 not included in the valuation	None

Plan Provision Changes Since Prior Valuation

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

Henkel of America Retirement Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
EIN: 41-1372525 Plan No: 002
December 31, 2013

(a)	Identity of Issue (b)	Description of Investment (c)	Cost (d)	Current Value (e)
*	Prudential Insurance Company of America	Group annuity contract (4.75% interest rate)	$ 1,289,107	$ 1,289,107

* A party in interest as defined by ERISA

Schedule SB, Line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than $0.

Shortfall bases					
Year established		**Outstanding balance**	**Years remaining**		**2013 Installment**
2013	$	37,115,271	7	$	6,194,241
Total	$	37,115,271		$	6,194,241

Schedule SB, Line 24 — Change in Actuarial Assumptions

- Expected investment return was changed from 5.90% for 2012 to 5.70% for 2013 to reflect current market conditions.
- Disability incidence rates were changed to 82% of the 1985 Pension Disability Study of the Conference of Consulting Actuaries Class 1 table (sex-distinct).