

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN	1b Three-digit plan number (PN) ▶	010
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CATALENT PHARMA SOLUTIONS, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873	1c Effective date of plan 04/10/2007	
	2b Employer Identification Number (EIN) 13-3523163	
	2c Sponsor's telephone number 732-537-6200	
	2d Business code (see instructions) 424210	

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	FILED WITH A VALID SIGNATURE
	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		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	904
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	239
b Retired or separated participants receiving benefits		6b	241
c Other retired or separated participants entitled to future benefits		6c	381
d Subtotal. Add lines 6a , 6b , and 6c		6d	861
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	36
f Total. Add lines 6d and 6e		6f	897
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 1I 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

A Name of plan <u>CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CATALENT PHARMA SOLUTIONS, INC.</u>	D Employer Identification Number (EIN) <u>13-3523163</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>33645248</u>
b Actuarial value	2b <u>31976475</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>235</u> <u>14940028</u>
b For terminated vested participants.....	3b <u>414</u> <u>9532739</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>78607</u>
(2) Vested benefits	3c(2) <u>5913619</u>
(3) Total active.....	3c(3) <u>256</u> <u>5992226</u>
d Total.....	3d <u>905</u> <u>30464993</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.34 %</u>
6 Target normal cost	6 <u>210000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/30/2014</u>
	Signature of actuary	Date
<u>MARK SCHELL</u>		<u>14-06161</u>
	Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>		<u>732-302-2139</u>
	Firm name	Telephone number (including area code)
<u>400 ATRIUM DRIVE</u> <u>SOMERSET, NJ 08873</u>		
	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2193072	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	2193072	0
10 Interest on line 9 using prior year's actual return of <u>11.27</u> %	247159	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>7.05</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	1140000	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1300231	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	100.69 %
15 Adjusted funding target attainment percentage	15	104.96 %
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	108.72 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 63
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	
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	210000	
b Excess assets, if applicable, but not greater than line 31a	31b	210000	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

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

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

A Name of plan CALENT PHARMA SOLUTIONS, LLC PENSION PLAN	B Three-digit plan number (PN) ▶	010
C Plan sponsor's name as shown on line 2a of Form 5500 CALENT PHARMA SOLUTIONS, INC.	D Employer Identification Number (EIN) 13-3523163	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
COLUMBIA MANAGEMENT CO
93-1062673

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
DODGE AND COX
13-6033041

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENT
04-2507163

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PIMCO
13-3459790

(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)

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 17 50	NONE	99513	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(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?
17 50	NONE	48000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COMERICA

38-2217511

(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?
16 19 21 28 37 38 49 50 59 62 64 72 99	TRUSTEE	15269	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

BMO HARRIS

111 E KILBOURN AVE
SUITE 200
MILWAUKEE, WI 53202

(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?
50	NONE	10007	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CATALENT PHARMA SOLUTIONS, INC.</u>	D Employer Identification Number (EIN) <u>13-3523163</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	76863	85748
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)	2155864	579191
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	31412520	30663569
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	33645247	31328508

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	33645247	31328508
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1458721	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1458721
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-1983283
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-524562

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1546200	
(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)		1546200
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)	245977	
(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)		245977
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1792177

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-2316739
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: GELTRUDE & COMPANY LLC

(2) EIN: 22-3363665

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CATALENT PHARMA SOLUTIONS, INC.</u>	D Employer Identification Number (EIN) <u>13-3523163</u>

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

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Catalent Pharma Solutions, LLC
Pension Plan**

**Financial Statements
and Supplemental Schedules**

December 31, 2013 and 2012

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

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Schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of the
Catalent Pharma Solutions, LLC Pension Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Catalent Pharma Solutions, LLC Pension Plan, which comprise the statements of net assets available for plan benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Comerica Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

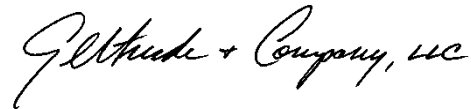
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Part IV, Item 4i – Schedule of Assets Held (At End of Year) as of December 31, 2013 and Schedule H, Part IV, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2013, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Geltrude & Company, LLC". The signature is written in a cursive, flowing style.

GELTRUDE & COMPANY, LLC

Nutley, New Jersey
September 19, 2014

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 30,663,569	\$ 31,412,520
Common/collective trust funds	579,191	2,155,864
Total Investments	<u>31,242,760</u>	<u>33,568,384</u>
Receivable:		
Investment Income	<u>85,748</u>	<u>76,863</u>
Total Receivable	<u>85,748</u>	<u>76,863</u>
Net Assets Available for Plan Benefits	<u><u>\$ 31,328,508</u></u>	<u><u>\$ 33,645,247</u></u>

See Accompanying Notes to the Financial Statements

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2013

Additions to net assets attributed to:

Interest and dividend income	\$ 1,458,721
Total additions	<u>1,458,721</u>

Deductions from net assets attributed to:

Net depreciation in fair value of investments	1,983,283
Benefits paid directly to participants	1,546,200
Administrative expenses	<u>245,977</u>
Total deductions	<u>3,775,460</u>

Net Decrease in Net Assets Available for Plan Benefits	(2,316,739)
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NET ASSETS AVAILABLE FOR PLAN BENEFITS, BEGINNING OF YEAR	33,645,247
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NET ASSETS AVAILABLE FOR PLAN BENEFITS, END OF YEAR	<u><u>\$ 31,328,508</u></u>
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See Accompanying Notes to the Financial Statements

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2013 AND 2012

1. DESCRIPTION OF THE PLAN

The following description of the Catalent Pharma Solutions, LLC Pension 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 non-contributory defined benefit pension covering substantially all employees hired prior to December 31, 2002. The Plan provides for disability, retirement and death benefits to participants in proportion to an individual’s compensation. The plan sponsor’s funding policy is to contribute, at a minimum, the amount necessary to meet the funding standards required under Section 412 of the Internal Revenue Code but no more than the maximum tax deductible amount under Section 404 of the Internal Revenue Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and has met the ERISA minimum funding requirements.

Effective December 31, 2002, the Plan was frozen and there has been no further accrual of benefits under the Plan. Participants with accrued benefits at that date continue to participate in the Plan; however, no new participants may enter the Plan.

The Plan is a result of the spin-off due to the sale of Pharmaceutical Technologies and Services from Cardinal Health, Inc. to Catalent Pharma Solutions, Inc. (the “Company” or “Plan Sponsor”).

The Plan’s trustee is Comerica Bank (“Comerica”). Administrative expenses may be paid by the Company or by the Plan.

Eligibility—Prior to December 31, 2002, employees became eligible on January 1 or coinciding with the completion of 1,000 hours of service during a twelve-month period. Participation was frozen at December 31, 2002, so no new entrants will join the Plan after that date.

Vesting—A participant is credited with one year of continuous service upon completion of 1,000 hours during a plan year. A participant becomes 20% vested in the Plan after three years of service. Each year of service increases vesting by 20%. A participant who has completed seven years or more of continuous service with the Company is deemed fully vested in the Plan.

Retirement Benefits—Retirement benefits were determined under the formulas specified in the Plan, which becomes a payable equal to the following (a) plus (b) minus (c):

- (a) 1% of the participant’s average compensation times credited service.
- (b) 0.5% of the participant’s average compensation in excess of covered compensation, times credited service to a maximum of 35 years.
- (c) The participant’s deferred monthly benefit purchased or distributed under the prior plan, if any; and that provided under the Plan of a foreign subsidiary or affiliate, if based on employment included in credited service of this Plan.

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2013 AND 2012

1. DESCRIPTION OF THE PLAN (continued)

Normal retirement age is attained once the participant reaches the age of 65 and has completed five years of service, as defined by the Plan; however, a participant may elect early retirement service or if the participants age plus credited service equals or exceeds 75. The Plan provides certain benefits to disabled participants and certain benefits to spouses of vested participants who died prior to retirement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). They are prepared using the accrual method 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 and changes therein at the date of the financial statements. Actual results could differ from those estimates.

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Valuation of Investment—Plan investments are stated at fair value. Fair value is determined by Comerica using quoted market prices of underlying investments. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year. Investments traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask price. The change in difference between fair value and cost of investments is reflected in the statement of changes in net assets available for benefits as net appreciation in fair value of investments.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date and interest is recorded when earned.

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Actuarial Present Value of Accumulated Plan Benefits – Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plans' provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to: (1) retired or terminated employees or their beneficiaries; (2) beneficiaries of employees who have died; and (3) present employees or their beneficiaries. The Plan provides normal retirement benefits at the normal retirement age, which is the later of age 65 or completion of five years of service and has provisions for early retirement, death and disability benefits. Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Payments of Benefits – Benefit payments to participants are recorded upon distributions.

Administrative Expenses – All administrative expenses are paid by the Plan.

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The funding policy shall fix a minimum and a maximum contribution for each year.

4. ACCUMULATED PLAN BENEFITS

Aon Hewitt Associates, the Plan's actuary, estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants 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 or retirement) between the valuation date and the expected date of payment.

The changes in the actuarial present value of accumulated plan benefits are as follows:

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits as of December 31, 2012 and 2011	\$ 27,717,942	\$ 26,867,894
Interest accumulation	1,891,875	1,836,001
Benefits paid	(1,406,091)	(1,300,628)
Assumption changes	6,443,522	-
Other changes	67,691	314,675
Actuarial present value of accumulated plan benefits as of January 1, 2013 and 2012	<u>\$ 34,714,939</u>	<u>\$ 27,717,942</u>

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

4. ACCUMULATED PLAN BENEFITS (Continued)

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

	<u>2013</u>	<u>2012</u>
Vested benefits:		
Participants currently in payment status	\$ 16,109,649	\$ 13,403,793
Other participants	18,536,656	14,236,773
Total vested benefits	34,646,305	27,640,566
Nonvested benefits	68,634	77,376
Total actuarial present value of accumulated plan benefits	<u>\$ 34,714,939</u>	<u>\$ 27,717,942</u>

The significant actuarial assumptions used in the January 1, 2013 valuation were:

Actuarial Cost Method	Standard Unit Credit Cost Method
Investment return	5.25% and 7.0% at January 1, 2013 and 2012, respectively
Retirement age	Retirements are assumed to occur at various rates from age 55 to age 65
Mortality basis	RP-2000 male and female generational mortality

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

5. INVESTMENTS CERTIFIED BY TRUSTEE (UNAUDITED)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520:103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, investments, contributions and net appreciation in the fair value of investments, interest and dividends, distributions to participants, and administrative expenses were certified as complete and accurate by Comerica Bank (the "Trustee") as of December 31, 2013 and 2012 and for the year ended December 31, 2013 and was not subjected to any auditing procedures performed by the independent public accountants.

The following table presents the current value of the Plan's investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2013</u>	<u>2012</u>
PIMCO Long Term Duration Total Return Fund	\$ 24,812,015	\$ 25,971,681
Fidelity Diversified International Fund	2,591,307	2,314,540
Comerica Short Term Fund	**	2,155,864

(**) Not in excess of 5% at December 31, 2013 and 2012

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in fair value by \$1,983,283. Interest and dividend income for the year ended December 31, 2013 was \$1,458,721.

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2013 AND 2012

6. FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy has been established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs are described below that may be used to measure fair value:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

- **Mutual funds:** Valued at quoted prices in active markets which represent the net asset value of the shares held by the Plan at year-end.
- **Common collective trusts:** Valued at net asset value of the shares, as determined by the underlying investments held by the plan at year-end.

The following table sets forth the plan investment assets at fair value by level within the fair value hierarchy as of December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds – Debt Securities	\$ 24,812,015	\$ -	\$ -	\$ 24,812,015
Mutual funds – Equity Securities	5,851,554	-	-	5,851,554
Common/collective trust funds	-	579,191	-	579,191
Total	<u>\$ 30,663,569</u>	<u>\$ 579,191</u>	<u>\$ -</u>	<u>\$ 31,242,760</u>

The following table sets forth the plan investment assets at fair value by level within the fair value hierarchy as of December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds – Debt Securities	\$ 25,971,681	\$ -	\$ -	\$ 25,971,681
Mutual funds – Equity Securities	5,440,839	-	-	5,440,839
Common/collective trust funds	-	2,155,864	-	2,155,864
Total	<u>\$ 31,412,520</u>	<u>\$ 2,155,864</u>	<u>\$ -</u>	<u>\$ 33,568,384</u>

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2013 AND 2012

7. PARTY-IN-INTEREST TRANSACTIONS

A portion of the Plan's investments include shares of mutual funds that are managed by the Trustee. The Trustee is the custodian of these investments as defined by the Plan, and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid to the Trustee totaled \$15,269 for the year ended December 31, 2013.

8. FEDERAL INCOME TAX STATUS

On June 29, 2010, the Plan received a favorable determination letter from the Internal Revenue Service ("IRS"). The Plan, as amended, is qualifying under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore the trust established under the Plan qualifies for exemption under the applicable sections of the Internal Revenue Code. The plan sponsor believes the Plan has operated the Plan and trust in a manner that did not jeopardize this tax exempt status.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the federal or state taxing authorities. The plan administrator has analyzed the tax positions 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 asset) of 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.

9. PLAN TERMINATION

While the Company has not expressed any intent to discontinue its contributions, it is free to do so at any time, subject to penalties set forth in ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- (a) Annuity benefits that former participants or their beneficiaries have been receiving for at least three years, or that participants 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 the Plan provisions in effect at any time during the five years preceding Plan termination.
- (b) Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency), up to the applicable limitations (discussed below).
- (c) All other vested benefits (that is, vested benefits not insured by the PBGC).
- (d) All non-vested benefits.

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2013 AND 2012

9. PLAN TERMINATION (Continued)

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

10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through September 19, 2014, the date which the financial statements were available to be issued.

11. RECONCILIATION TO 5500

No material difference exist between the 5500 and the financial statements.

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

Plan Number :010

EIN: 13-3523163

**FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR) AS OF DECEMBER 31, 2013**

Identity of issue, borrower, lessor, or similar party	Description of Investment	Cost	Current Value
Mutual Funds:			
PIMCO Long Duration Total Return Fund	2,365,302 shares	\$ 24,933,388	\$ 24,812,015
Columbia Acorn USA Fund Z	20,836 shares	631,124	747,998
Dodge & Cox Stock Fund	7,956 shares	1,258,551	1,343,532
Fidelity Diversified International Fund	70,206 shares	2,789,397	2,591,307
Fidelity Growth Company Fund	9,749 shares	749,034	1,168,717
			<u>30,663,569</u>
Common/Collective Trust Funds:			
* Comerica Short Term Fund	579,191 shares	579,191	<u>579,191</u>
Total			<u><u>\$ 31,242,760</u></u>

* A permitted party-in-interest as defined by ERISA

CATALENT PHARMA SOLUTIONS, LLC PENSION PLAN

Plan Number :010

EIN: 13-3523163

**FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013**

Description of asset (Include interest rate and maturity in case of a loan)	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
PIMCO Long Duration Total Return	\$ 2,296,661	\$ -	\$ -	\$ -	\$ -
Comerica Short Term Fund	-	2,842,298	2,842,298	-	-

See Accompanying Notes to the Financial Statements

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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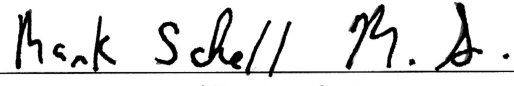
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

A Name of plan Catalent Pharma Solutions, LLC Pension Plan	B Three-digit plan number (PN) ► 010
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Catalent Pharma Solutions	D Employer Identification Number (EIN) 13-3523163
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a 33,645,248
b Actuarial value	2b 31,976,475
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a 235 14,940,028
b For terminated vested participants.....	3b 414 9,532,739
c For active participants:	
(1) Non-vested benefits	3c(1) 78,607
(2) Vested benefits	3c(2) 5,913,619
(3) Total active.....	3c(3) 256 5,992,226
d Total.....	3d 905 30,464,993
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 6.34 %
6 Target normal cost	6 210,000

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

SIGN HERE		09/30/2014
Signature of actuary		Date
Mark Schell		14-06161
Type or print name of actuary		Most recent enrollment number
Hewitt Associates LLC		(732) 302-2139
Firm name		Telephone number (including area code)
400 Atrium Drive		
Somerset NJ 08873		
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)	2, 193, 072	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	2, 193, 072	0
10	Interest on line 9 using prior year's actual return of <u>11.27</u> %	247, 159	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>7.05</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	1, 140, 000	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1, 300, 231	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	100.69 %
15	Adjusted funding target attainment percentage	15	104.96 %
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	108.72 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

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

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

20 Quarterly contributions and liquidity shortfalls:

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

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

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 63
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	
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	210,000	
b Excess assets, if applicable, but not greater than line 31a	31b	210,000	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	2.00%	0.9500	1.07
57.5	2.00%	0.9310	1.07
58.5	3.00%	0.9124	1.60
59.5	3.00%	0.8850	1.58
60.5	5.00%	0.8585	2.60
61.5	5.00%	0.8155	2.51
62.5	20.00%	0.7748	9.68
63.5	10.00%	0.6198	3.94
64.5	10.00%	0.5578	3.60
65	100.00%	0.5020	32.63
Weighted Average			63.06

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2013

Attained Age	Number of Participants Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39		13	9							
40-44		14	19	2						
45-49		20	20	8	3					
50-54		28	23	5	2	3				
55-59		13	15	10	9	3	1			
60-64		5	12	4	3	1				
65-69		2	3	2		2				
70+		2								

N-256

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with no lookback (as of January 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	4.94%
2nd Segment Rate	6.15%
3rd Segment Rate	6.76%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 62
Mortality Rates	
Healthy and Disabled	Generational mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(d)
Withdrawal Rates	See Table 2
Disability Rates	See Table 3
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$205,000.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

For ERISA Requirements

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2011 Plan Year

6.46%

2012 Plan Year

6.50%

Trust Expenses Included in Target Normal Cost

\$210,000, based on the average of the prior 2 years' actual plan administrative expenses, rounded to \$1,000.

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Table 1

Retirement Rates

Age	Rate
55	5.00%
56	2.00%
57	2.00%
58	3.00%
59	3.00%
60	5.00%
61	5.00%
62	20.00%
63	10.00%
64	10.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Table 2

Withdrawal Rates

Age	Rate	Age	Rate
15	7.9384%	45	3.9753%
16	7.9384%	46	3.7270%
17	7.9384%	47	3.4650%
18	7.9384%	48	3.1850%
19	7.9384%	49	2.8841%
20	7.9384%	50	2.5627%
21	7.8989%	51	2.2260%
22	7.8587%	52	1.8837%
23	7.8169%	53	1.5472%
24	7.7723%	54+	1.2288%
25	7.7242%		
26	7.6700%		
27	7.5912%		
28	7.4890%		
29	7.3654%		
30	7.2219%		
31	7.0603%		
32	6.6829%		
33	6.6916%		
34	6.4888%		
35	6.2764%		
36	6.0572%		
37	5.8332%		
38	5.6066%		
39	5.3786%		
40	5.1504%		
41	4.9206%		
42	4.6681%		
43	4.4533%		
44	4.2159%		

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Table 3

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.1200%	0.1800%	45	0.1975%	0.2965%
16	0.1200%	0.1800%	46	0.2210%	0.3315%
17	0.1200%	0.1800%	47	0.2490%	0.3735%
18	0.1200%	0.1800%	48	0.2805%	0.4210%
19	0.1200%	0.1800%	49	0.3150%	0.4725%
20	0.1200%	0.1800%	50	0.3565%	0.5350%
21	0.1200%	0.1800%	51	0.4050%	0.6075%
22	0.1200%	0.1800%	52	0.4625%	0.6940%
23	0.1200%	0.1800%	53	0.5225%	0.7840%
24	0.1200%	0.1800%	54	0.5925%	0.8890%
25	0.1200%	0.1800%	55	0.6850%	1.0215%
26	0.1200%	0.1800%	56	0.7950%	1.1865%
27	0.1200%	0.1800%	57	0.9295%	1.3945%
28	0.1200%	0.1800%	58	1.1100%	1.6650%
29	0.1200%	0.1800%	59	1.2600%	1.8900%
30	0.1200%	0.1800%	60	1.3800%	2.0700%
31	0.1210%	0.1815%	61	1.4705%	2.2060%
32	0.1220%	0.1830%	62	1.5420%	2.3130%
33	0.1235%	0.1855%	63	1.5980%	2.3970%
34	0.1255%	0.1885%	64+	1.6400%	2.4600%
35	0.1275%	0.1915%			
36	0.1300%	0.1950%			
37	0.1330%	0.1995%			
38	0.1370%	0.2055%			
39	0.1420%	0.2130%			
40	0.1470%	0.2205%			
41	0.1530%	0.2295%			
42	0.1590%	0.2385%			
43	0.1690%	0.2535%			
44	0.1830%	0.2745%			

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Schedule SB, Part V—Summary of Plan Provisions

Effective Date and Plan Year	The plan was originally established effective as of August 6, 1986, and was most recently amended effective December 31, 2002. The plan year is the 12-month period commencing on January 1 and ending on December 31.
Type of Plan	Defined Benefit.
Employer	Catalent Pharma Solutions, Inc.
Eligibility for Participation	An employee will become a participant on the January 1 or July 1 following or coinciding with the completion of 1,000 hours of service during a 12-month period. Participation was frozen at December 31, 2002, so no new entrants will join the plan after that date.
Service Considered	<p>Vesting service, used to determine eligibility for benefits, consists of elapsed time from date of hire, but not less than the sum of elapsed time from January 1, 1991 and years of service as of January 1, 1991 under the plan in effect on December 31, 1986, assuming it had not changed.</p> <p>Credited service, used to determine the amounts of benefits, is the sum of (a) elapsed time from the later of January 1, 1991 and the participant's date of hire, and (b) the greater of the participant's credited service as of December 31, 1990 under the plan in effect on December 31, 1986 assuming it had not changed, and the elapsed time from the participant's date of hire to December 31, 1990.</p> <p>With the plan freeze at December 31, 2002, credited service is frozen. Participants can continue to accrue vesting service through termination, but no future credited service will be granted.</p>
Covered Compensation	The maximum amount of compensation which may be taken into account in computing Social Security benefits at Social Security retirement age as provided in Table 1, Attachment I, of IRS Notice 89-70, and as adjusted from time to time in accordance with changes in the Social Security Wage Base.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Compensation Considered	<p>For any calendar year after 1989, the total remuneration paid for personal services, as reported on Form W-2, but including any elective contributions that are not includable in gross income under Code section 401(k).</p> <p>For any calendar year before 1990, 12 times the monthly equivalent of the basic rate of compensation, including all forms of bonuses and commissions, received in that calendar year.</p> <p>The plan did not adopt EGTRRA and the compensation limit was frozen at \$170,000.</p> <p>With the plan freeze at December 31, 2002, no compensation after 2002 will be considered.</p>
Average Compensation	<p>The average of the participant's annual compensation for the five consecutive calendar years during which the participant earned any credited service which produces the highest average.</p>
Employer Contributions	<p>Such amounts at such times as determined by the firm in accordance with a funding method and policy established by the firm.</p>
Employee Contributions	<p>Participant contributions are neither required nor allowed.</p>
Accrued Benefit	<p>An employee's "accrued benefit" as of any date is the monthly amount payable as a single-life annuity equal to (a) plus (b) minus (c):</p> <ul style="list-style-type: none">a) 1% of the participant's average compensation times credited service.b) 0.5% of the participant's average compensation in excess of covered compensation, times credited service to a maximum of 35 years.c) The participant's deferred monthly benefit purchased or distributed under the Prior Plan, if any; and that provided under the plan of a foreign subsidiary or affiliate, if based on employment included in credited service under this plan.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Normal Retirement Pension

Normal retirement on or after normal retirement age, which is the later of age 65 or the date five years after the first day of the plan year in which the employee becomes a participant. The monthly pension is equal to the participant's accrued benefit payable on his normal retirement date, which is the first day of the month after the participant has attained his normal retirement age.

Early Retirement Pension

Early retirement on or after attainment of age 55 and completion of 10 or more years of credited service. If payments begin before normal retirement date, the amount is reduced according to the following factors:

Age	Early Retirement Factor
65	100%
64	100%
63	100%
62	100%
61	93.33%
60	86.67%
59	79.35%
58	72.71%
57	66.67%
56	61.18%
55	56.19%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Disability Retirement Pension

A participant who terminates employment due to a qualifying disability after completion of 10 or more years of service.

The monthly pension is equal to \$20 times the participant's credited service. Payments begin after a six-month waiting period.

Deferred Vested Benefit

Termination of employment at any age, after completion of 3 or more years of service. Payments beginning on the earlier of the participant's normal retirement date, or, if eligible, unreduced early retirement date. The monthly pension is equal to the participant's accrued benefit, multiplied by the vesting percentage as shown below:

Years of Service	Vesting Percentage
7 or more	100%
6	80%
5	60%
4	40%
3	20%
Less than 3	0%

Death Benefit

If a participant's death occurs prior to retirement and if the participant's vesting percentage is greater than zero, the surviving spouse will receive a pension equal to the amount that would have been payable to the spouse if the participant had retired on the later of death and earliest retirement date, and then commenced to receive a 50% joint and survivor pension.

Unless the surviving spouse elects a later date, payments to the surviving spouse will begin on the later of the first day of

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

the month on or following the participant's death, and what would have been the participant's earliest retirement date.

Automatic Forms of Payment

A married participant will receive his benefit in the form of a 50% joint and survivor pension unless he elects otherwise in writing. A single participant will receive his benefit in the form of a life only pension unless he elects otherwise.

Optional Forms of Payment

In lieu of the pension otherwise payable, a participant may elect to receive a reduced pension in the form of a 50%, 66-2/3%, or 100% joint and survivor annuity, or a 10-year certain and life pension.

Significant Events

The Catalent Pension Plan (former R.P. Scherer Corporation Employees' Retirement Income Plan) was spun off from the Cardinal Health Acquired Pensions Plan in conjunction with the April 10, 2007 divestiture.

Plan Changes Since the Prior Year

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

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

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

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	2.00%	0.9500	1.07
57.5	2.00%	0.9310	1.07
58.5	3.00%	0.9124	1.60
59.5	3.00%	0.8850	1.58
60.5	5.00%	0.8585	2.60
61.5	5.00%	0.8155	2.51
62.5	20.00%	0.7748	9.68
63.5	10.00%	0.6198	3.94
64.5	10.00%	0.5578	3.60
65	100.00%	0.5020	32.63
Weighted Average			63.06

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with no lookback (as of January 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	4.94%
2nd Segment Rate	6.15%
3rd Segment Rate	6.76%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 62
Mortality Rates	
Healthy and Disabled	Generational mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(d)
Withdrawal Rates	See Table 2
Disability Rates	See Table 3
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$205,000.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

For ERISA Requirements

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2011 Plan Year

6.46%

2012 Plan Year

6.50%

Trust Expenses Included in Target Normal Cost

\$210,000, based on the average of the prior 2 years' actual plan administrative expenses, rounded to \$1,000.

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Table 1

Retirement Rates

Age	Rate
55	5.00%
56	2.00%
57	2.00%
58	3.00%
59	3.00%
60	5.00%
61	5.00%
62	20.00%
63	10.00%
64	10.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Table 2

Withdrawal Rates

Age	Rate	Age	Rate
15	7.9384%	45	3.9753%
16	7.9384%	46	3.7270%
17	7.9384%	47	3.4650%
18	7.9384%	48	3.1850%
19	7.9384%	49	2.8841%
20	7.9384%	50	2.5627%
21	7.8989%	51	2.2260%
22	7.8587%	52	1.8837%
23	7.8169%	53	1.5472%
24	7.7723%	54+	1.2288%
25	7.7242%		
26	7.6700%		
27	7.5912%		
28	7.4890%		
29	7.3654%		
30	7.2219%		
31	7.0603%		
32	6.6829%		
33	6.6916%		
34	6.4888%		
35	6.2764%		
36	6.0572%		
37	5.8332%		
38	5.6066%		
39	5.3786%		
40	5.1504%		
41	4.9206%		
42	4.6681%		
43	4.4533%		
44	4.2159%		

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Table 3

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.1200%	0.1800%	45	0.1975%	0.2965%
16	0.1200%	0.1800%	46	0.2210%	0.3315%
17	0.1200%	0.1800%	47	0.2490%	0.3735%
18	0.1200%	0.1800%	48	0.2805%	0.4210%
19	0.1200%	0.1800%	49	0.3150%	0.4725%
20	0.1200%	0.1800%	50	0.3565%	0.5350%
21	0.1200%	0.1800%	51	0.4050%	0.6075%
22	0.1200%	0.1800%	52	0.4625%	0.6940%
23	0.1200%	0.1800%	53	0.5225%	0.7840%
24	0.1200%	0.1800%	54	0.5925%	0.8890%
25	0.1200%	0.1800%	55	0.6850%	1.0215%
26	0.1200%	0.1800%	56	0.7950%	1.1865%
27	0.1200%	0.1800%	57	0.9295%	1.3945%
28	0.1200%	0.1800%	58	1.1100%	1.6650%
29	0.1200%	0.1800%	59	1.2600%	1.8900%
30	0.1200%	0.1800%	60	1.3800%	2.0700%
31	0.1210%	0.1815%	61	1.4705%	2.2060%
32	0.1220%	0.1830%	62	1.5420%	2.3130%
33	0.1235%	0.1855%	63	1.5980%	2.3970%
34	0.1255%	0.1885%	64+	1.6400%	2.4600%
35	0.1275%	0.1915%			
36	0.1300%	0.1950%			
37	0.1330%	0.1995%			
38	0.1370%	0.2055%			
39	0.1420%	0.2130%			
40	0.1470%	0.2205%			
41	0.1530%	0.2295%			
42	0.1590%	0.2385%			
43	0.1690%	0.2535%			
44	0.1830%	0.2745%			

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Schedule SB, Part V—Summary of Plan Provisions

Effective Date and Plan Year	The plan was originally established effective as of August 6, 1986, and was most recently amended effective December 31, 2002. The plan year is the 12-month period commencing on January 1 and ending on December 31.
Type of Plan	Defined Benefit.
Employer	Catalent Pharma Solutions, Inc.
Eligibility for Participation	An employee will become a participant on the January 1 or July 1 following or coinciding with the completion of 1,000 hours of service during a 12-month period. Participation was frozen at December 31, 2002, so no new entrants will join the plan after that date.
Service Considered	<p>Vesting service, used to determine eligibility for benefits, consists of elapsed time from date of hire, but not less than the sum of elapsed time from January 1, 1991 and years of service as of January 1, 1991 under the plan in effect on December 31, 1986, assuming it had not changed.</p> <p>Credited service, used to determine the amounts of benefits, is the sum of (a) elapsed time from the later of January 1, 1991 and the participant's date of hire, and (b) the greater of the participant's credited service as of December 31, 1990 under the plan in effect on December 31, 1986 assuming it had not changed, and the elapsed time from the participant's date of hire to December 31, 1990.</p> <p>With the plan freeze at December 31, 2002, credited service is frozen. Participants can continue to accrue vesting service through termination, but no future credited service will be granted.</p>
Covered Compensation	The maximum amount of compensation which may be taken into account in computing Social Security benefits at Social Security retirement age as provided in Table 1, Attachment I, of IRS Notice 89-70, and as adjusted from time to time in accordance with changes in the Social Security Wage Base.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Compensation Considered	<p>For any calendar year after 1989, the total remuneration paid for personal services, as reported on Form W-2, but including any elective contributions that are not includable in gross income under Code section 401(k).</p> <p>For any calendar year before 1990, 12 times the monthly equivalent of the basic rate of compensation, including all forms of bonuses and commissions, received in that calendar year.</p> <p>The plan did not adopt EGTRRA and the compensation limit was frozen at \$170,000.</p> <p>With the plan freeze at December 31, 2002, no compensation after 2002 will be considered.</p>
Average Compensation	<p>The average of the participant's annual compensation for the five consecutive calendar years during which the participant earned any credited service which produces the highest average.</p>
Employer Contributions	<p>Such amounts at such times as determined by the firm in accordance with a funding method and policy established by the firm.</p>
Employee Contributions	<p>Participant contributions are neither required nor allowed.</p>
Accrued Benefit	<p>An employee's "accrued benefit" as of any date is the monthly amount payable as a single-life annuity equal to (a) plus (b) minus (c):</p> <ul style="list-style-type: none">a) 1% of the participant's average compensation times credited service.b) 0.5% of the participant's average compensation in excess of covered compensation, times credited service to a maximum of 35 years.c) The participant's deferred monthly benefit purchased or distributed under the Prior Plan, if any; and that provided under the plan of a foreign subsidiary or affiliate, if based on employment included in credited service under this plan.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Normal Retirement Pension

Normal retirement on or after normal retirement age, which is the later of age 65 or the date five years after the first day of the plan year in which the employee becomes a participant. The monthly pension is equal to the participant's accrued benefit payable on his normal retirement date, which is the first day of the month after the participant has attained his normal retirement age.

Early Retirement Pension

Early retirement on or after attainment of age 55 and completion of 10 or more years of credited service. If payments begin before normal retirement date, the amount is reduced according to the following factors:

Age	Early Retirement Factor
65	100%
64	100%
63	100%
62	100%
61	93.33%
60	86.67%
59	79.35%
58	72.71%
57	66.67%
56	61.18%
55	56.19%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Disability Retirement Pension

A participant who terminates employment due to a qualifying disability after completion of 10 or more years of service.

The monthly pension is equal to \$20 times the participant's credited service. Payments begin after a six-month waiting period.

Deferred Vested Benefit

Termination of employment at any age, after completion of 3 or more years of service. Payments beginning on the earlier of the participant's normal retirement date, or, if eligible, unreduced early retirement date. The monthly pension is equal to the participant's accrued benefit, multiplied by the vesting percentage as shown below:

Years of Service	Vesting Percentage
7 or more	100%
6	80%
5	60%
4	40%
3	20%
Less than 3	0%

Death Benefit

If a participant's death occurs prior to retirement and if the participant's vesting percentage is greater than zero, the surviving spouse will receive a pension equal to the amount that would have been payable to the spouse if the participant had retired on the later of death and earliest retirement date, and then commenced to receive a 50% joint and survivor pension.

Unless the surviving spouse elects a later date, payments to the surviving spouse will begin on the later of the first day of

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

the month on or following the participant's death, and what would have been the participant's earliest retirement date.

Automatic Forms of Payment

A married participant will receive his benefit in the form of a 50% joint and survivor pension unless he elects otherwise in writing. A single participant will receive his benefit in the form of a life only pension unless he elects otherwise.

Optional Forms of Payment

In lieu of the pension otherwise payable, a participant may elect to receive a reduced pension in the form of a 50%, 66-2/3%, or 100% joint and survivor annuity, or a 10-year certain and life pension.

Significant Events

The Catalent Pension Plan (former R.P. Scherer Corporation Employees' Retirement Income Plan) was spun off from the Cardinal Health Acquired Pensions Plan in conjunction with the April 10, 2007 divestiture.

Plan Changes Since the Prior Year

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

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

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

Schedule SB Attachment (Form 5500)—2013 Plan Year
Catalent Pharma Solutions, LLC Pension Plan
EIN: 13-3523163 PN: 010

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2013

Attained Age	Number of Participants Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39		13	9							
40-44		14	19	2						
45-49		20	20	8	3					
50-54		28	23	5	2	3				
55-59		13	15	10	9	3	1			
60-64		5	12	4	3	1				
65-69		2	3	2		2				
70+		2								

N-256

Plan Name	Catalent Pharma Solutions, LLC Pension Plan
Plan Sponsor EIN	13-3523163
ERISA Plan No.	010
Plan Year End	31-Dec-13

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4j	Schedule of Reportable Transactions

Plan Name	Catalent Pharma Solutions, LLC Pension Plan
Plan Sponsor EIN	13-3523163
ERISA Plan No.	010
Plan Year End	31-Dec-13

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4i	Schedule of Assets (Held at End of Year)

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here. ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information**1a** Name of plan Catalent Pharma Solutions, LLC Pension Plan**1b** Three-digit plan number (PN) ► 010**1c** Effective date of plan 04/10/2007**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
Catalent Pharma Solutions, Inc.**2b** Employer Identification Number (EIN)
13-3523163**2c** Sponsor's telephone number
(732) 537-6200**2d** Business code (see instructions)
424210

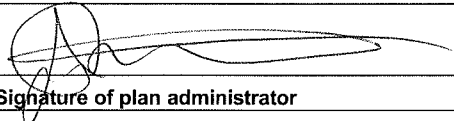
14 Schoolhouse Road

Somerset

NJ 08873

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		10-13-14	Joseph Beninati
	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)

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

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 904
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 239
b Retired or separated participants receiving benefits	6b 241
c Other retired or separated participants entitled to future benefits.....	6c 381
d Subtotal. Add lines 6a , 6b , and 6c	6d 861
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 36
f Total. Add lines 6d and 6e	6f 897
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 1I 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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