

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information						
1a Name of plan <u>ALERIS RETIREMENT PLAN FOR BARGAINED EMPLOYEES</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/23/2003</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>05/23/2003</u>			
1b Three-digit plan number (PN) ▶	<u>003</u>						
1c Effective date of plan <u>05/23/2003</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ALERIS ROLLED PRODUCTS, INC.</u> <u>25825 SCIENCE PARK DR STE 400</u> <u>BEACHWOOD, OH 44122-7392</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>27-1539745</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>216-910-3400</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>238300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>27-1539745</u>		2c Sponsor's telephone number <u>216-910-3400</u>		2d Business code (see instructions) <u>238300</u>	
2b Employer Identification Number (EIN) <u>27-1539745</u>							
2c Sponsor's telephone number <u>216-910-3400</u>							
2d Business code (see instructions) <u>238300</u>							

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	MELISSA OLMSTEAD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	MELISSA OLMSTEAD
	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	185
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	46
b Retired or separated participants receiving benefits		6b	76
c Other retired or separated participants entitled to future benefits.....		6c	54
d Subtotal. Add lines 6a , 6b , and 6c		6d	176
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	9
f Total. Add lines 6d and 6e		6f	185
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1I 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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>ALERIS RETIREMENT PLAN FOR BARGAINED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ALERIS ROLLED PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>27-1539745</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>3005614</u>
b Actuarial value	2b <u>2991394</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>81</u> <u>1874312</u>
b For terminated vested participants.....	3b <u>55</u> <u>721017</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>186768</u>
(2) Vested benefits	3c(2) <u>906893</u>
(3) Total active.....	3c(3) <u>50</u> <u>1093661</u>
d Total.....	3d <u>186</u> <u>3688990</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>6.39</u> %
6 Target normal cost	6 <u>135007</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>09/11/2014</u>
	Signature of actuary	Date
<u>CHRISTINE CHIOCCA</u>	Type or print name of actuary	<u>14-07509</u>
		Most recent enrollment number
<u>MERCER</u>	Firm name	<u>412-355-8727</u>
		Telephone number (including area code)
<u>SIX PPG PLACE, SUITE 400</u> <u>PITTSBURGH, PA 15222</u>	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>11.08</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		813
b Interest on (a) using prior year's effective interest rate of <u>7.10</u> % except as otherwise provided (see instructions)		58
c Total available at beginning of current plan year to add to prefunding balance		871
d Portion of (c) to be added to prefunding balance		871
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	871

Part III Funding Percentages		
14 Funding target attainment percentage	14	81.08 %
15 Adjusted funding target attainment percentage	15	80.00 %
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	81.64 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/09/2013	76000				
07/15/2013	76000				
10/08/2013	76000				
01/13/2014	76000				
08/29/2014	51000				
			Totals ►	18(b)	355000
				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	338060
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 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	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	135007	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	697596	202527	
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	337534	
	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	337534	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	338060	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	526	
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 <u>ALERIS RETIREMENT PLAN FOR BARGAINED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALERIS ROLLED PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>27-1539745</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

ASTON ASSET MANAGEMENT 120 NORTH LASALLE STREET
25TH FLOOR
CHICAGO, IL 60602

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

FRANKLIN TEMPLETON INVESTMENTS P.O. BOX 33030
ST PETERSBURG, FL 33733-8030

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

VANGUARD

23-2376849

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

WILLIAM BLAIR FUNDS 222 WEST ADAMS STREET
12TH FLOOR
CHICAGO, IL 60606

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

AMERICAN FUNDS SERVICE COMPANY

P.O. BOX 6007
INDIANAPOLIS, IN 46206

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

CS MCKEE INVESTMENT MANAGERS

ONE GAEWAY CENTER
8TH FLOOR
PITTSBURGH, PA 15222

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

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

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

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

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

(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)

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?
50 16	NONE	45290	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST AND YOUNG LLP

34-6565696

(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 10	NONE	28358	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AON HEWITT

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?
50 13	NONE	13830	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

WELLS FARGO

94-2948313

(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 16 64 25 27 28 14 10 63	TRUSTEE	443	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

JP MORGAN

270 PARK AVE.
NEW YORK, NY 10017

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	795	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: JAMES FRIES	b EIN: 13-2834414
c Position: ENROLLED ACTUARY	
d Address: ONE TOWNE SQUARE SUITE 1100 SOUTHFIELD, MI 48076	e Telephone: 313-877-7323

Explanation: JAMES FRIES IS NO LONGER THE PLAN'S ENROLLED ACTUARY. THE NEW ENROLLED ACTUARY FOR THE PLAN IS A. CHRISTINE CHIOCCA, ALSO AN EMPLOYEE OF MERCER.

a Name: ERNST & YOUNG LLP	b EIN: 34-6565596
c Position: AUDITOR	
d Address: 950 MAIN AVE CLEVELAND, OH 44113	e Telephone: 216-861-5000

Explanation: LIMITED AVAILABILITY OF RESOURCES.

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

Explanation:

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

Explanation:

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

Explanation:

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan ALERIS RETIREMENT PLAN FOR BARGAINED EMPLOYEES	B Three-digit plan number (PN) ▶	003
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ALERIS ROLLED PRODUCTS, INC.	D Employer Identification Number (EIN) 27-1539745	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: C S MCKEE CORE FIXED INCOME FD SHS		
b Name of sponsor of entity listed in (a): UNION BANK N.A.		
c EIN-PN 26-6096185-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 352085
a Name of MTIA, CCT, PSA, or 103-12 IE: ABS GLOBAL EQUITY PORTFOLIO		
b Name of sponsor of entity listed in (a): ABS ALPHA, LTD		
c EIN-PN 98-0544028-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 427569
a Name of MTIA, CCT, PSA, or 103-12 IE: JPM STRAT PROP IRT DECENT MIR HLD		
b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK N.A.		
c EIN-PN 13-6038770-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 366807
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan ALERIS RETIREMENT PLAN FOR BARGAINED EMPLOYEES	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 ALERIS ROLLED PRODUCTS, INC.	D Employer Identification Number (EIN) 27-1539745	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	113998	127000
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	31035	203627
	(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)	123909	171509
	(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)	679846	718892
	(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)	356794	427569
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1702199	1870063
	(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	3007781	3518660

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	2957	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2957	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3004824	3518660
---	-----------	---------	---------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	362002	
(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)		362002

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	36	
(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)		36

(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)	22841	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		22841

(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)	47600	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		47600

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		42228
(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)		70775
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		250226
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		795708

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	165380	
(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)		165380
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)	77302	
(2) Contract administrator fees.....	2i(2)	35802	
(3) Investment advisory and management fees.....	2i(3)	3180	
(4) Other.....	2i(4)	208	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		116492
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		281872

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		513836
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: **SS&G, INC.**

(2) EIN: **34-1945695**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		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	
4d		X	
e Was this plan covered by a fidelity bond?	X		10000000
4e	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		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	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust
 WELLS FARGO

6b Trust's EIN
 942948313

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

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

A Name of plan <u>ALERIS RETIREMENT PLAN FOR BARGAINED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALERIS ROLLED PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>27-1539745</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-2657133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: 47% Investment-Grade Debt: 24% High-Yield Debt: 0% Real Estate: 11% Other: 18%

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

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

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Aleris Retirement Plan for Bargained Employees
As of and for the Years Ended
December 31, 2013 and 2012
With Report of Independent Auditors

Aleris Retirement Plan for Bargained Employees

Index to Financial Statements and Supplemental Schedules

<u>Index</u>	<u>Page</u>
Report of Independent Auditors	1
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2013 and 2012.....	4
Notes to Financial Statements	5
Supplemental Schedules:	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013.....	14
Schedule H, Line 4j – Schedule of Reportable Transactions for the Year Ended December 31, 2013	15

INDEPENDENT AUDITORS' REPORT

Downtown Cleveland Office
Hanna Building
1422 Euclid Avenue
Suite 1500
Cleveland, OH 44115
216-325-1700
fax: 216-325-1701
www.SSandG.com

To the Participants and the Benefits Committee of the
Aleris Retirement Plan for Bargained Employees
Beachwood, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Aleris Retirement Plan for Bargained Employees (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. 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 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of 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 the financial statements referenced to in the first paragraph.

Other Matter – Supplemental Schedules

The supplemental schedules of Assets (Held at End of Year) and Reportable Transactions as of and for the Year Ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

**Providing the
services that
bring solutions**

Member of the AICPA
Registered with the PCAOB
Founding member of LEA Global

Other Matter – 2012 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the predecessor auditors not to perform, and they did not perform any auditing procedures with respect to the information certified by Wells Fargo Bank, N.A., the trustee of the Plan. Their report, dated October 8, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations 2013

The form and content of the information included in the 2013 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 ERISA.

SS&G, Inc.

September 30, 2014

SS&G

Certified Public Accountants and Advisers

www.SSandG.com

Aleris Retirement Plan for Bargained Employees

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
Assets		
Investments, at fair value as determined by quoted market prices:		
Interest-bearing cash	\$ 203,627	\$ 31,035
Mutual funds	1,870,063	1,702,199
Investments, at estimated fair value:		
Commingled funds	1,146,461	1,036,640
Limited partnership interests	171,509	123,909
Total investments	3,391,660	2,893,783
Employer contributions receivable	127,000	113,998
Total assets	3,518,660	3,007,781
Liabilities		
Accrued administrative expenses	—	2,957
Total liabilities	—	2,957
Net assets available for benefits	\$ 3,518,660	\$ 3,004,824

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

Aleris Retirement Plan for Bargained Employees

Statements of Changes in Net Assets Available for Benefits

	<u>For the Year Ended December 31,</u>	
	<u>2013</u>	<u>2012</u>
Investment income:		
Net appreciation in fair value of investments	\$ 410,829	\$ 235,713
Interest and dividends	22,877	36,105
	<u>433,706</u>	<u>271,818</u>
 Employer contributions	 362,002	 318,364
 Deductions:		
Benefits paid to participants	165,380	161,552
Administrative expenses	116,492	132,325
	<u>281,872</u>	<u>293,877</u>
 Net increase	 513,836	 296,305
 Net assets available for benefits:		
Beginning of year	3,004,824	2,708,519
End of year	<u>\$ 3,518,660</u>	<u>\$ 3,004,824</u>

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

Aleris Retirement Plan for Bargained Employees

Notes to Financial Statements

December 31, 2013 and 2012

1. Description of the Plan

The following description of the Aleris Retirement Plan for Bargained Employees (the “Plan”) is provided for general information only. Complete information regarding the Plan’s provisions may be found in the plan document, which is available to all participants upon request.

General

The Plan is a noncontributory defined benefit plan that provides pension, disability and death benefits to certain collectively-bargained employees of Aleris Rolled Products, Inc. (the “Plan Sponsor”), a subsidiary of Aleris International, Inc. (the “Company”). The Plan is designed to conform to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Effective January 1, 2008 and February 1, 2008, the Plan was amended such that participants employed at Richmond, Virginia and Ashville, Ohio, respectively, will no longer earn additional benefit credits, any increase in their accrued benefits, or additional credited service, as defined in the Plan. However, hours of service shall continue to accrue for the purpose of determining years of vesting under the Plan.

Information about the Plan, the vesting and benefit provisions and the Pension Benefit Guaranty Corporation’s (“PBGC”) benefit guarantee is contained in the Plan’s *Summary Plan Description*. Copies of the *Summary Plan Description* are available from the Company’s employee benefits department.

Plan Administration

Overall responsibility for administering the Plan rests with the Plan Sponsor’s Benefits Committee, which is appointed by the Board of Directors of the Company. The Plan Sponsor’s Benefits Committee has appointed Wells Fargo Bank, N.A. as the trustee of the Plan (the “Trustee”). The Trustee is responsible for management and control of the Plan’s assets.

Eligibility

The Plan provides benefits to eligible employees of the Plan Sponsor who are 21 years of age and have completed four calendar quarters of service and are employed at either (i) the Ashville, Ohio plant and their employment commencement date occurred prior to February 1, 2001, or (ii) the Richmond, Virginia plant and their employment commencement date occurred prior to September 1, 2001.

Effective January 1, 2008, no hourly bargaining class employee employed at Richmond, Virginia shall become an eligible employee. Effective February 1, 2008, no hourly bargaining class employee employed at Ashville, Ohio shall become an eligible employee.

Funding Policy

The Company has agreed to voluntarily contribute such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to plan participants. The Company’s intention is to make contributions in amounts sufficient to fund the Plan’s normal costs on a current basis and any increases in the past service liability due to subsequent amendments to the Plan. The Plan has met the minimum funding requirements of ERISA for 2013 and 2012.

Aleris Retirement Plan for Bargained Employees

Notes to Financial Statements (continued)

1. Description of the Plan, continued

Benefit and Vesting Provisions

The Plan generally provides for normal retirement at age 65. The Plan allows for early retirement with a 0.5% reduction in an employee's accrued benefit for each month that the employee's early retirement date precedes age 65, except for those employees located at the Ashville, Ohio plant and the Richmond, Virginia plant, whereby the age is 62. If an employee has completed 30 years of vesting service, regardless of age, the reduction percentages do not apply. Employees vest entirely after five years of service.

The Plan provides for payments of retirement, disability and death benefits to participants or their beneficiaries under various payment options, including a monthly retirement benefit, straight-life annuity and joint-survivor annuity. The determination of benefit payments depends primarily on the years of service as outlined in the Plan.

Plan Termination

The Company reserves the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination, the net assets of the Plan will be allocated for payment to the participants in an order of priority as prescribed by ERISA and its related regulations and the plan document.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated plan benefits and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC as well as the priority of those benefits. Some benefits may be fully or partially provided for by the then-existing net assets of the Plan and the PBGC guarantee, while other benefits may not be provided for at all.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements and supplemental schedules of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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 amounts reported in the financial statements and the accompanying notes and supplemental schedules. 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, market volatility and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

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

Aleris Retirement Plan for Bargained Employees
Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies, continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

In conformity with Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*, assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.

Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurements and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefit Payments

Benefit payments are recorded when paid.

Administrative Expenses

Administrative expenses are paid by the Plan.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by employees through January 1, 2008 (February 1, 2008 for Ashville, Ohio). Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries (b) beneficiaries of deceased employees and (c) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries and active employees are based on employees' highest job grade worked during the last ten years of credited service and the total number of years of credited service. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, only to the extent they were deemed attributable to employee services rendered through January 1, 2008 (February 1, 2008 for Ashville, Ohio).

Evaluation of Subsequent Events

Plan management has evaluated subsequent events through September 30, 2014, which is the date the financial statements were available to be issued, and has determined that there were no subsequent events that have occurred through the date that have not already been reflected in the financial statements and/or disclosed in the notes.

Aleris Retirement Plan for Bargained Employees

Notes to Financial Statements (continued)

3. Actuarial Present Value of Accumulated Plan Benefits

An actuary from Mercer (U.S.) Inc. estimated the actuarial present value of accumulated plan benefits, which is the amount that resulted 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 for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits at December 31, 2012, is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:	
Participants currently receiving benefits	\$ 1,572,875
Other participants	1,194,857
Total vested benefits	<u>2,767,732</u>
Non-vested benefits	156,016
Total actuarial present value of accumulated plan benefits	<u><u>\$ 2,923,748</u></u>

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

Actuarial present value of accumulated plan benefits at beginning of year	\$ 2,872,857
(Decrease) increase during the year attributed to:	
Benefits accumulated and (gains)/losses	(34,934)
Interest due to the decrease in the discount period	229,791
Benefits paid	(161,552)
Change in actuarial assumptions	17,586
Net increase	<u>50,891</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 2,923,748</u></u>

Significant assumptions underlying the actuarial computations include:

Assumed rate of return on investments	8.25%
Mortality basis	The RP-2000 projected to 2022, blue collar, combined, sex distinct tables
Normal retirement	Age 65 or thirty years of service

The actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The actuary estimated the accumulated plan benefits as of January 1, 2013.

Aleris Retirement Plan for Bargained Employees
Notes to Financial Statements (continued)

4. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy in ASC 820 are described in Note 2.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety. Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value.

Interest-bearing cash: Valued at carrying value (which approximates fair value due to the short-term nature of the asset).

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year-end based on quoted market prices.

Commingled funds: Valued at the NAV of units held by the Plan, which was determined by dividing the fair value of the fund's net assets by its units outstanding at the valuation date.

Limited partnership interests: Valued at estimated NAV at the valuation date.

While the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Aleris Retirement Plan for Bargained Employees

Notes to Financial Statements (continued)

4. Fair Value Measurements, continued

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

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 203,627	\$ -	\$ -	\$ 203,627
Mutual funds:				
Small/Mid U.S. equity	394,804	-	-	394,804
Large U.S. equity	412,812	-	-	412,812
Fixed income	385,903	-	-	385,903
International equity	676,544	-	-	676,544
Commingled funds:				
Hedged equity (a)	-	427,569	-	427,569
Core real estate (b)	-	366,807	-	366,807
Core fixed income (c)	-	352,085	-	352,085
Limited partnership interest:				
Small cap value equity (d)	-	171,509	-	171,509
Total assets at fair value	<u>\$ 2,073,690</u>	<u>\$ 1,317,970</u>	<u>\$ -</u>	<u>\$ 3,391,660</u>

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 31,035	\$ -	\$ -	\$ 31,035
Mutual funds:				
Small/Mid U.S. equity	307,085	-	-	307,085
Large U.S. equity	369,289	-	-	369,289
Fixed income	408,721	-	-	408,721
International equity	617,104	-	-	617,104
Commingled funds:				
Hedged equity (a)	-	356,794	-	356,794
Core real estate (b)	-	319,502	-	319,502
Core fixed income (c)	-	360,344	-	360,344
Limited partnership interest:				
Small cap value equity (d)	-	123,909	-	123,909
Total assets at fair value	<u>\$ 1,733,234</u>	<u>\$ 1,160,549</u>	<u>\$ -</u>	<u>\$ 2,893,783</u>

Aleris Retirement Plan for Bargained Employees

Notes to Financial Statements (continued)

4. Fair Value Measurements, continued

The Plan has utilized the practical expedient to measure the fair value of the commingled funds and limited partnership interests at December 31, 2013 and 2012 within the scope of Accounting Standards Update (ASU) 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* based on the investment's NAV. A description of the significant investment strategies is as follows:

- a) **Hedged equity:** Hedged equity fund is comprised primarily of shares or units in other investment companies or trusts. The fund invests the assets of its portfolios in other private investment funds. The investment objective of the fund is to generate absolute returns while maintaining a moderate level of risk. Its portfolio assets are allocated to the other private investment funds targeting absolute returns throughout the global financial markets with an emphasis on developed markets. In addition to its investments in other private investment funds, the fund may also make short-term investments for liquidity or defensive purposes, including but not limited to, interest-earning money market accounts, government obligations, commercial paper and short-term certificates of deposit. The fund may also maintain positions in a variety of derivative and non-derivative financial instruments in order to manage the various types of risks that are associated with the financial instruments and markets in which it invests. The fund's investments can only be redeemed on the first business day of each calendar quarter or each calendar month, but only after such redemption request has been made at least 45 days prior to the last business day of each quarter. This investment has been categorized within Level 2 of the fair value hierarchy as the Plan has the ability to redeem the investment at the NAV (or its equivalent) in the near term.
- b) **Core real estate:** Core real estate fund is composed primarily of real estate investments owned directly or through partnership interests and mortgage loans on income-producing real estate assets. The investment objective of the fund is to provide a high, stable income stream with the potential for moderate capital appreciation over the long term. The core real estate fund invests in high-quality stabilized office, retail, residential and industrial assets in primary markets throughout the United States. Management of the core real estate fund has the ability to rebalance and refine the composition of the overall portfolio and remove assets of lesser quality and/or growth prospects, and where appropriate, trade up for asset quality and geographic location. As a result of how the fund is managed and priced, an extended notice period of six months is required for redemption requests. This investment has been categorized within Level 2 of the fair value hierarchy as the Plan has the ability to redeem the investment at the NAV (or its equivalent) in the near term.
- c) **Core fixed income:** Core fixed income fund invests primarily in fixed income securities. The investment objective is to seek total return consistent with the preservation of capital by investing in U.S. dollar-denominated fixed income securities, particularly U.S. government, agency, corporate and mortgage-backed issues. Investments may also include highly liquid AAA-rated mortgage paper, investment grade corporate and Yankee securities. This investment has been categorized within Level 2 of the fair value hierarchy as the Plan has the ability to redeem the investment at the NAV (or its equivalent) on the measurement date.
- d) **Small cap value equity:** Limited partnership invests primarily in equity securities of domestic and international small capitalization companies. Redemptions may be made on the last day of any month, subject to approval and certain other limitations. This investment has been categorized within Level 2 of the fair value hierarchy as the Plan has the ability to redeem the investment at the NAV (or its equivalent) at the reporting date.

There were no unfunded commitments at December 31, 2013 and 2012 for any of the commingled funds or limited partnership interest.

Aleris Retirement Plan for Bargained Employees

Notes to Financial Statements (continued)

5. Investments

Other than the fair values of the investments in the commingled funds and limited partnership interest and the related interest and net appreciation or depreciation, all investment information for the Plan disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation in fair value of investments and interest and dividends for the years ended December 31, 2013 and 2012, was obtained or derived from information provided to the Plan Administrator and certified as complete and accurate by the Trustee.

The following investment information was not certified by the Trustee:

	December 31,	
	2013	2012
ABS Alpha Ltd. Global Equity Portfolio	\$ 427,569	\$ 356,794
Strategic Property Trust Fund of JPMC	366,807	319,502
C.S. McKee Core Fixed Income Fund	352,085	360,344
Frontier Small Cap Value Fund, L.P.	171,509	123,909

	For the Year Ended December 31,	
	2013	2012
Net appreciation (depreciation) in fair value of:		
ABS Alpha Ltd. Global Equity Portfolio	\$ 70,775	\$ 12,794
Strategic Property Trust Fund of JPMC	50,486	19,502
C.S. McKee Core Fixed Income Fund	(8,258)	6,843
Frontier Small Cap Value Fund, L.P.	47,600	23,909

Individual investments representing 5% or more of the Plan's net assets available for benefits are as follows:

	December 31,	
	2013	2012
ABS Alpha Ltd. Global Equity Portfolio	\$ 427,569	\$ 356,794
Vanguard 500 Index Fund	412,812	369,289
Vanguard Total Bond Market Index Fund	385,903	408,721
Strategic Property Trust Fund of JPMC	366,807	319,502
C.S. McKee Core Fixed Income Fund	352,085	360,344
American Funds Europacific Growth Fund	343,364	315,757
William Blair Mid Cap Growth Fund	209,887	162,649
Wells Fargo Bank Collateralized Instl Bank Deposit	203,627	31,035 *
Templeton Instl Foreign Small Company Fund	194,643	159,224
Aston Tamaro Small Cap Fund	184,916	144,436 *

* Investment is not 5% or more of the Plan's net assets available for benefits; shown for comparative purposes.

Aleris Retirement Plan for Bargained Employees

Notes to Financial Statements (continued)

5. Investments, continued

The Plan's investments, including investments bought, sold, and held during the year, appreciated in fair value as follows:

	For the Year Ended December 31,	
	2013	2012
Mutual funds	\$ 250,226	\$ 172,665
Commingled funds	113,003	39,139
Limited partnership interest	47,600	23,909
	<u>\$ 410,829</u>	<u>\$ 235,713</u>

6. Transactions with Parties-in-Interest

Fees paid during the year for services rendered by parties-in-interest were based on customary and reasonable rates for such services. Certain investments of the Plan are managed by Wells Fargo Bank, N.A. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

7. Tax Status

The Plan received a determination letter from the Internal Revenue Service (the "IRS") dated December 10, 2011, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Aleris Retirement Plan for Bargained Employees

EIN # 27-1539745 Plan # 003

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

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Interest-Bearing Cash			
*	Wells Fargo Bank Collateralized Instl Bank Deposit	203,627 shares	\$ 203,627	\$ 203,627
	Mutual Funds			
	Vanguard 500 Index Fund	2,934 shares	319,464	412,812
	Vanguard Total Bond Market Index Fund	36,627 shares	402,598	385,903
	American Funds Europacific Growth Fund	7,003 shares	290,840	343,364
	William Blair Mid Cap Growth Fund	13,472 shares	175,917	209,887
	Templeton Instl Foreign Small Company Fund	8,864 shares	162,797	194,643
	Aston Tamro Small Cap Fund	7,998 shares	160,250	184,916
*	Wells Fargo Adv Emerging Markets Equity Fund	6,289 shares	142,123	138,538
			<u>1,653,989</u>	<u>1,870,063</u>
	Commingled Funds			
	ABS Alpha Ltd. Global Equity Portfolio	2,931 shares	356,794	427,569
	Strategic Property Trust Fund of JPMC	169 shares	316,493	366,807
	C.S. McKee Core Fixed Income Fund	30,815 shares	360,344	352,085
			<u>1,033,631</u>	<u>1,146,461</u>
	Limited Partnership Interests			
	Frontier Small Cap Value Fund, L.P.		123,909	171,509
			<u>\$ 3,015,156</u>	<u>\$ 3,391,660</u>

* Denotes a party-in-interest to the Plan.

Aleris Retirement Plan for Bargained Employees

EIN # 27-1539745 Plan # 003

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

(a) Identity of Party Involved/ (b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category 1 – Single transactions in excess of 5% of plan assets					
Wells Fargo Bank Collateralized Instl Bank Deposit	\$ 178,395	\$ -	\$ 178,395	\$ 178,395	\$ -
Category 3 – Series of transactions in excess of 5% of plan assets					
Wells Fargo Bank Collateralized Instl Bank Deposit	\$ 328,768	\$ -	\$ 328,768	\$ 328,768	\$ -
Wells Fargo Bank Collateralized Instl Bank Deposit	-	334,573	334,573	334,573	-

There were no category 2 or 4 reportable transactions during 2013.

Columns for “Lease rental” and “Expense incurred with transaction” are not applicable.

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

Pension Benefit Guaranty Corporation

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

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

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

OMB No. 1210-0110

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

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

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

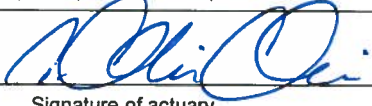
A Name of plan ALERIS RETIREMENT PLAN FOR BARGAINED EMPLOYEES		B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ALERIS ROLLED PRODUCTS, INC.		D Employer Identification Number (EIN) 27-1539745
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013			
2 Assets:			
a Market value	2a	3005614	
b Actuarial value	2b	2991394	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	81	1874312
b For terminated vested participants	3b	55	721017
c For active participants:			
(1) Non-vested benefits	3c(1)		186768
(2) Vested benefits	3c(2)		906893
(3) Total active	3c(3)	50	1093661
d Total	3d	186	3688990
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	6.39%	
6 Target normal cost	6	135007	

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		
Christine Chiocca		Date
Type or print name of actuary		1407509
MERCER		Most recent enrollment number
Firm name		412-355-8727
Six PPG Place, Suite 400		Telephone number (including area code)
Pittsburgh PA 15222		
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

Liquidity shortfall as of end of quarter of this plan year

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	135007
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		697596	202527
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	337534
	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	337534
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	338060
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	526
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, Line 15 - Reconciliation of differences between valuation results and amounts used to calculate AFTAP

The following schedule shows each AFTAP that was certified or recertified for the 2013 plan year, the date made, and a description of the AFTAP change:

Certification		
Date	AFTAP	Update Description
3/28/2013	80.00%	N/A

The following chart shows a comparison of the final 2013 AFTAP and the FTAP shown on the 2013 Schedule SB, line 14.

	Final certified AFTAP	Schedule SB Line 14 FTAP	Difference (explained below)
1. Adjusted plan assets			
a. Actuarial value of plan assets ¹	\$ 2,951,329	\$ 2,991,394	\$ 40,065
b. Credit balances subtracted	0	0	0
c. Annuity purchases for non-HCEs in prior two plan years	0	N/A	0
d. Earmarked contributions during plan year	0	N/A	0
e. Adjusted plan assets: (a.) – (b.) + (c.) + (d.)	\$ 2,951,329	\$ 2,991,394	\$ 40,065
2. Adjusted funding target			
a. Funding target	\$ 3,688,990	\$ 3,688,990	\$ 0
b. Funding target increases not already reflected in (a.) due to amendments, UCEBs, etc.	0	0	0
c. Annuity purchases for non-HCEs in prior two plan years	0	0	0
d. Adjusted funding target: (a.) + (b.) + (c.)	\$ 3,688,990	\$ 3,688,990	\$ 0
3. 2013 AFTAP/FTAP: (1.e.) ÷ (2.d.)	80.00%	81.08%	1.08%

¹ The discounted value of the 2013 plan year contributions made after March 28, 2013 was not included in the actuarial value of assets used in the final certified AFTAP because the contributions had not been made by the March 28, 2013 AFTAP certification date.

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

Bellwood members with less than 30 years of vesting service				
(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	0.00%	100,000	0	0
56	0.00%	100,000	0	0
57	0.00%	100,000	0	0
58	0.00%	100,000	0	0
59	0.00%	100,000	0	0
60	15.00%	100,000	15,000	900,000
61	10.00%	85,000	8,500	518,500
62	40.00%	76,500	30,600	1,897,200
63	10.00%	45,900	4,590	289,170
64	10.00%	41,310	4,131	264,384
65	100.00%	37,179	37,179	2,416,635
Total			100,000	6,285,889
Average				62.86

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

Ashville members with less than 30 years of vesting service				
(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	0.00%	100,000	0	0
56	0.00%	100,000	0	0
57	0.00%	100,000	0	0
58	0.00%	100,000	0	0
59	0.00%	100,000	0	0
60	15.00%	100,000	15,000	900,000
61	10.00%	85,000	8,500	518,500
62	25.00%	76,500	19,125	1,185,750
63	10.00%	57,375	5,738	361,494
64	10.00%	51,637	5,164	330,496
65	100.00%	46,473	46,473	3,020,745
Total			100,000	6,316,985
Average				63.17

Employees with more than 30 years of vesting service				
(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5.00%	100,000	5,000	275,000
56	5.00%	95,000	4,750	266,000
57	5.00%	90,250	4,513	257,241
58	5.00%	85,737	4,287	248,646
59	5.00%	81,450	4,073	240,307
60	10.00%	77,377	7,738	464,280
61	10.00%	69,639	6,964	424,804
62	40.00%	62,675	25,070	1,554,340
63	10.00%	37,605	3,761	236,943
64	10.00%	33,844	3,384	216,576
65	100.00%	30,460	30,460	1,979,900
Total			100,000	6,164,037
Average				61.64

Note: Column (D) is the product of columns (B) and (C). Column (E) is the product of columns (A) and (D). The average retirement age for each plan is the total from column (E) divided by the total from column (D). The final average retirement age is a weighted average of the average ages from the individual exhibits.

<u>Group</u>	<u>Number of Employees</u>	<u>Average Retirement Age</u>	<u>Number of Employees x Average Retirement Age</u>
Bellwood	11	62.86	691
Ashville	29	63.17	1,832
Employees >= 30 yrs svc	10	61.64	616
Total	50		3,139
Average Retirement Age:			62.78

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

Discount rate sponsor elections

- Segment rates or full yield curve Segment
- Look-back months 0
- Use stabilized rates – funding Yes
- Use stabilized rates – Section 436 benefit restrictions Yes

	<u>Stabilized rates</u>	<u>Nonstabilized Rates</u>
• First 5 years	4.94%	1.62%
• Next 15 years	6.15%	4.40%
• Over 20 years	6.76%	5.45%

Mortality sponsor elections

- Healthy participants
 - Pre-1995 disabilities
 - Post-1994 disabilities
- Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.

Other economic assumptions

- Expected investment return 8.25% per year for years 2011 through 2013
- Expenses Prior year administrative expenses of \$132,006 added to current year normal cost.

Demographic assumptions

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

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

Retirement age

Attained Age	Percentage		
	Less than 30 years of service for Ashville location	Less than 30 years of service for Bellwood location	More than 30 years of service
55	0%	0%	5%
56	0	0	5
57	0	0	5
58	0	0	5
59	0	0	5
60	15	15	10
61	10	10	10
62	25	40	40
63	10	10	10
64	10	10	10
65	100	100	100

Benefit commencement age for

- Future and current vested deferred

Bellwood participants
62 with 10 years of service or 65.

Ashville participants
65

Spouse assumptions

- Percentage married
- Spouse age difference

Male participants

75%
3 years younger

Female participants

75%
3 years older

Form of payment

- Active retirements
 - Future vested deferred
 - Future disabilities
 - Future deaths
 - Current vested deferred

Lump sum

25%
25%
25%
0%
25%

50% J&S w/ PopUp

75%
75%
75%
100% (no pop-up)
75%

Unpredictable contingent event assumptions

Likelihood of event is de minimis.

At risk assumptions

Special retirement rates

Active and deferred inactive participants who are eligible for immediate retirement and withdrawal benefits in the first 11 plan years are assumed to 100% retire in the first year of eligibility following the valuation year.

- Most valuable form of payment

Life Annuity**50% J&S w/ PopUp**

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

— Active male participants	Under Age 50	Over Age 50
— Active female participants	Under Age 60	Over Age 60
— Deferred vested participants	100%	0%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Table of Sample Rates***

Attained age	Percentage		
	Withdrawal	Disability incidence	
		Male	Female
20	4.86%	0.15%	0.09%
25	3.90	0.22	0.15
30	3.10	0.31	0.25
35	2.42	0.43	0.39
40	1.88	0.60	0.55
45	1.46	0.83	0.78
50	1.12	1.22	1.20
55	0.84	2.12	1.96
60	0.60	3.24	2.33
65	0.38	4.37	2.72

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

Actuarial Methods

Asset Methods

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

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

Participant Methods

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

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

Minimum Funding Methods

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- This plan provides benefits that are not a function of a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the ratio of the participant's service at the beginning of the plan year to their service at each decrement age and is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.

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

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

Schedule SB, line 24 — Change in Actuarial Assumptions

- The expense component of normal cost increased from \$120,347 to \$132,006 to reflect our expectations for the current plan year.

Schedule SB, Part V — Summary of Plan Provisions

Effective date and plan year	Original plan: May 23, 2003 Restated plan: May 23, 2003 Plan year: January 1 – December 31
Status of the plan	Credited Service was frozen effective January 1, 2008 for all participants with the exception of Ashville union participants who were frozen effective February 1, 2008. New hires after September 1, 2001 for Bellwood and February 1, 2001 for Ashville are not eligible to participate.
Significant events that occurred during the year	None
Definitions	
▪ Covered employees	An individual employed by the Employer or any other employer require to be aggregated with the Employer
▪ Participation	Bargaining employees who have attained age 21 with four calendar quarters of service at the Bellwood Plant 44 location whose date of employment occurred prior to September 1, 2001 or a bargaining employee of the Ashville Ohio Plant Location whose date of employment occurred prior to February 1, 2001.
▪ Employee contributions	None.
▪ Vesting service	All service is measured in full and fractional years on the basis that 365 days equals one year from the employee's hire date (reduced by any period of Severance).
▪ Credited service	All service measured from the date of employment, expressed as the total number of calendar quarters in each of which the employee receives wages, disability benefits or workman's compensation. Credited Service was frozen effective January 1, 2008 for all participants with the exception of Ashville union participants who were frozen effective February 1, 2008.
▪ Accrued benefit	On any date, the amount of monthly retirement benefit accrued by an active participant.
Normal retirement	
▪ Eligibility	The first day of the month following or coincident with the earliest of: <ul style="list-style-type: none"> ▪ The later of age 65 or 5 years of Credited Service ▪ 30 years of Vesting Service

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit

Bellwood Location

The sum of the pension factors from the appropriate wage grades times the service earned while in the wage grade, less the amount payable from any prior plan. Participants who retire between August 1, 2004 and August 1, 2006 are eligible for all the benefit increases in the bargaining period.

Pre-August 1, 2001 wage grade	Service prior to August 1, 2001	Service between August 1, 2001 and August 1, 2004
1 to 4	\$33.25	\$39.25
5 to 8	34.55	40.55
9 to 12	35.90	41.90
13 to 16	37.25	43.25
17 to 20	38.55	44.55
21 to 24	39.90	45.90
25 +	41.25	47.25

Wage Grade	Service on and after August 1, 2004		
	Effective August 1, 2004	Effective August 1, 2005	Effective August 1, 2006
1 to 4	\$41.25	\$43.25	\$45.25
5 to 8	42.55	44.55	46.55
9 to 12	43.90	45.90	47.90
13 to 16	45.25	47.25	49.25
17 to 20	46.55	48.55	50.55
21 to 24	47.90	49.90	51.90
25 +	49.25	51.25	53.25

Schedule SB, Part V — Summary of Plan ProvisionsAshville Location

Pension factor determined by employment date times service, less the amount payable from any prior plan. Participants who retire between May 23, 2003 and February 1, 2006 are eligible for all the benefit increases in the bargaining period.

Service	Employment Prior to March 1, 1984	Employment on and after March 1, 1984
Prior to February 1, 1998	\$21.00	\$18.50
On and after February 1, 1998:	24.00	21.50
Effective February 1, 1999	28.00	25.50
Effective February 1, 2000	32.00	29.50
Effective February 1, 2001	35.00	32.50
Effective February 1, 2002	38.00	35.50
Effective February 1, 2003	40.00	37.50
Effective February 1, 2004	42.00	39.50
Effective February 1, 2005	43.00	40.50

If the participant is an active participant at retirement, the accrued benefit paid to a married participant receiving a 50% joint and survivor annuity will be reduced 5%.

If the participant is an inactive participant at retirement, the accrued benefit paid to a married participant receiving a 50% joint and survivor annuity will be reduced:

Years that spouse is younger	Reduction	Years that spouse is older	Reduction
20 or more	23%	0 to 1	13%
17 to 19	22	2 to 4	11
14 to 16	21	5 to 7	10
11 to 13	19	8 to 10	8
8 to 10	18	11 to 13	7
5 to 7	16	14 to 16	5
2 to 4	15	17 to 19	4
0 to 1	13	20 or more	3

Pension benefits need to be reduced by the benefit payable under the Reynolds Metals Company Pension Plan prior to March 17, 1997 and the benefit payable under the Owens Corning merged retirement plan on May 22, 2003.

Supplemental retirement benefit

- **Eligibility** Bellwood employees who have attained age 55 with 30 years of service.
Form: Monthly annuity payable until age 62.

Schedule SB, Part V — Summary of Plan Provisions

- Benefit Amount determined by subtracting the amount of the accrued benefit from the graded minimum monthly benefit shown below:

Wage Grade	Graded Minimum Monthly Benefit
1 to 4	\$1,070
5 to 8	1,100
9 to 12	1,130
13 to 16	1,160
17 to 20	1,190
21 to 24	1,220
25+	1,250

The supplemental amount is reduced by \$1 for each \$2 that earned income after retirement is over \$10,000 per year.

Early retirement

- Eligibility The first day of any month following attainment of age 60 and completion of 10 years of Vested Service.

- Benefit

Bellwood Location

Accrued benefit on early retirement date reduced 6% each year in which the early retirement date precedes age 62. No reduction applies after attaining age 62.

Ashville Location

Accrued benefit on early retirement date reduced 6% each year in which the early retirement date precedes age 65. The special retirement benefit will not become payable for an inactive participant until the month following age 65 or 30 years of employment.

Special early retirement

- Eligibility
 1. Bellwood: Employees who have been absent from service for 2 years due to a layoff, permanent shut-down, sickness or accident and attained age 55 with 10 years of service and age plus service equals 70 or 10 years of service and age plus service equals 80.
 2. Bellwood: Employees who have been absent from service for 2 years due to a layoff, permanent shut-down, sickness or accident and have twenty years of service and age plus service equals 65.
 3. Bellwood: Employees who have been absent from service for 3 years due to a layoff, permanent shut-down, sickness or accident and have attained age 55 with 10 years of service.
 4. Ashville: Employees who have been absent from service for 2 years due to a layoff, permanent shut-down, sickness, or accident and have attained age 55 and 10 years of service.
 5. Ashville: Employees who have been absent from service due to a layoff, permanent shut-down, sickness, or accident and attained age 55 with 10 years of service and age plus service equals 75 or 10 years of service and age plus service equals 80.

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit	<p><u>1. Bellwood:</u> Accrued benefit at retirement plus the Special Retirement Benefit. A supplemental retirement benefit of \$400 per month will also be payable until attaining age 62.</p> <p><u>2. Bellwood:</u> Accrued benefit at retirement plus the Special Retirement Benefit. A supplemental retirement benefit of \$400 per month, reduced by ½ of any earned income in excess of \$5500, will also be payable until attaining age 62.</p> <p><u>3. Bellwood:</u> Accrued benefit at retirement plus the Special Retirement Benefit.</p> <p><u>4. Ashville:</u> Accrued benefit at retirement plus the Special Retirement Benefit.</p> <p><u>5. Ashville:</u> Accrued benefit at retirement plus the Special Retirement Benefit. A supplemental retirement benefit of \$100 per month will also be payable until attaining age 65 or receiving social security disability benefits.</p>
Late retirement	
▪ Eligibility	Retirement after reaching normal retirement eligibility.
▪ Benefit	Greater of accrued benefit on normal retirement date actuarially increased to late retirement date or accrued benefit on late retirement date.
Deferred vested	
▪ Eligibility	5 years of service or age 65.
▪ Benefit	The participant's accrued benefit.
Disability	
▪ Eligibility	Completion of 10 years of Credited Service and determination that participant is totally and permanently disabled.
▪ Benefit	<p>Accrued benefit on date of disability.</p> <p><u>Bellwood Location</u> If the participant is less than attained age 62, accrued benefit on the date of disability (minimum \$400) plus a supplemental benefit of \$400 per month payable until attaining age 62 or Social Security Disability payments start.</p> <p><u>Ashville Location</u> If the participant is not eligible for Social Security Disability payments, accrued benefit on the date of disability (minimum \$100) plus a supplemental benefit of \$100 per month payable until attaining age 62 or Social Security Disability payments start.</p>
Pre-retirement death	
▪ Eligibility	Partially or fully vested.
▪ Benefit if active	<p>Monthly annuity payable to spouse equal to 50% of the accrued benefit.</p> <p>If the participant was at the Bellwood Location and had attained age 55 with 30 years of service at the date of death, the spouse will also receive 50% of the Supplemental Retirement Benefit, payable until the participant would have attained age 62.</p>

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit if inactive	Monthly annuity payable to spouse, deferred to attained age 60, equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his/her age 60, retired with a qualified joint and 50% survivor annuity in effect, then died the next day.
-----------------------	---

Form of benefits

▪ Automatic form for unmarried participants	Life annuity.
▪ Automatic form for married participants	50% joint and survivor.
▪ Optional forms	Life annuity 50% joint and survivor with pop-up 75% joint and survivor
▪ Optional form conversion factors	The 50% joint and survivor with pop-up for active participants is equal to 95% of the life annuity. The 50% joint and survivor for inactive participants is based on the following factors:

Years that spouse is younger	Reduction	Years that spouse is older	Reduction
20 or more	23%	0 to 1	13%
17 to 19	22	2 to 4	11
14 to 16	21	5 to 7	10
11 to 13	19	8 to 10	8
8 to 10	18	11 to 13	7
5 to 7	16	14 to 16	5
2 to 4	15	17 to 19	4
0 to 1	13	20 or more	3

The other optional forms use Applicable Interest rate and Mortality found in Code Section 417(e)(3).

Miscellaneous

▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.
▪ Administration	Administered by the Benefits Committee
▪ Funding medium	Trust
▪ Benefits not included in valuation	None

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments excluded:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.

Schedule SB, Part V — Summary of Plan Provisions

- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation does not value the plan's unpredictable contingent event benefits, because the likelihood of an event is de minimis.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.

Plan Provisions Changes since Prior Valuation

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

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

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29											
30-34			1								1
35-39			3	2							5
40-44			3								3
45-49			4	2	2	2					10
50-54			2	5		2					9
55-59			1	3	1		1	2	1		9
60-64			4			2		2	4		12
65-69				1							1
70 & up											
Total			18	13	3	6	1	4	5		50

In each cell, the top number is the count of active participants for each age/service combination. Credited service was frozen effective January 1, 2008 for all participants with the exception of Ashville union participants who were frozen effective February 1, 2008.

Schedule SB, line 32 — Schedule of Amortization Bases

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

Shortfall bases					
Year established		Outstanding balance	Years remaining	2013 Installment	
2009	\$	225,507	3	\$	78,821
2010		303,583	4		81,470
2011		442,758	5		97,290
2012		(421,193)	6		(79,577)
2013		146,941	7		24,523
Total	\$	697,596		\$	202,527

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

Bellwood members with less than 30 years of vesting service				
(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	0.00%	100,000	0	0
56	0.00%	100,000	0	0
57	0.00%	100,000	0	0
58	0.00%	100,000	0	0
59	0.00%	100,000	0	0
60	15.00%	100,000	15,000	900,000
61	10.00%	85,000	8,500	518,500
62	40.00%	76,500	30,600	1,897,200
63	10.00%	45,900	4,590	289,170
64	10.00%	41,310	4,131	264,384
65	100.00%	37,179	37,179	2,416,635
Total			100,000	6,285,889
Average				62.86

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

Ashville members with less than 30 years of vesting service				
(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	0.00%	100,000	0	0
56	0.00%	100,000	0	0
57	0.00%	100,000	0	0
58	0.00%	100,000	0	0
59	0.00%	100,000	0	0
60	15.00%	100,000	15,000	900,000
61	10.00%	85,000	8,500	518,500
62	25.00%	76,500	19,125	1,185,750
63	10.00%	57,375	5,738	361,494
64	10.00%	51,637	5,164	330,496
65	100.00%	46,473	46,473	3,020,745
Total			100,000	6,316,985
Average				63.17

Employees with more than 30 years of vesting service				
(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5.00%	100,000	5,000	275,000
56	5.00%	95,000	4,750	266,000
57	5.00%	90,250	4,513	257,241
58	5.00%	85,737	4,287	248,646
59	5.00%	81,450	4,073	240,307
60	10.00%	77,377	7,738	464,280
61	10.00%	69,639	6,964	424,804
62	40.00%	62,675	25,070	1,554,340
63	10.00%	37,605	3,761	236,943
64	10.00%	33,844	3,384	216,576
65	100.00%	30,460	30,460	1,979,900
Total			100,000	6,164,037
Average				61.64

Note: Column (D) is the product of columns (B) and (C). Column (E) is the product of columns (A) and (D). The average retirement age for each plan is the total from column (E) divided by the total from column (D). The final average retirement age is a weighted average of the average ages from the individual exhibits.

<u>Group</u>	<u>Number of Employees</u>	<u>Average Retirement Age</u>	<u>Number of Employees x Average Retirement Age</u>
Bellwood	11	62.86	691
Ashville	29	63.17	1,832
Employees >= 30 yrs svc	10	61.64	616
Total	50		3,139
Average Retirement Age:			62.78

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions****Discount rate sponsor elections**

- | | |
|---|---------|
| ▪ Segment rates or full yield curve | Segment |
| ▪ Look-back months | 0 |
| ▪ Use stabilized rates – funding | Yes |
| • Use stabilized rates – Section 436 benefit restrictions | Yes |

	<u>Stabilized rates</u>	<u>Nonstabilized Rates</u>
• First 5 years	4.94%	1.62%
• Next 15 years	6.15%	4.40%
• Over 20 years	6.76%	5.45%

Mortality sponsor elections

- | | |
|--------------------------|--|
| • Healthy participants | Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. |
| • Pre-1995 disabilities | |
| • Post-1994 disabilities | |

Other economic assumptions

- | | |
|------------------------------|--|
| • Expected investment return | 8.25% per year for years 2011 through 2013 |
| • Expenses | Prior year administrative expenses of \$132,006 added to current year normal cost. |

Demographic assumptions

- | | |
|----------------------|----------------------------|
| Withdrawal | See table of sample rates. |
| Disability incidence | See table of sample rates. |

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

Retirement age

Attained Age	Percentage		
	Less than 30 years of service for Ashville location	Less than 30 years of service for Bellwood location	More than 30 years of service
55	0%	0%	5%
56	0	0	5
57	0	0	5
58	0	0	5
59	0	0	5
60	15	15	10
61	10	10	10
62	25	40	40
63	10	10	10
64	10	10	10
65	100	100	100

Benefit commencement age for

- Future and current vested deferred

Bellwood participants
62 with 10 years of service or 65.

Ashville participants
65

Spouse assumptions

- Percentage married
- Spouse age difference

Male participantsFemale participants

75%

75%

3 years younger

3 years older

Form of paymentLump sum50% J&S w/ PopUp

- Active retirements
 - Future vested deferred
 - Future disabilities
 - Future deaths
 - Current vested deferred

25%

75%

25%

75%

25%

75%

0%

100% (no pop-up)

25%

75%

Unpredictable contingent event assumptions

Likelihood of event is de minimis.

At risk assumptions

Special retirement rates

Active and deferred inactive participants who are eligible for immediate retirement and withdrawal benefits in the first 11 plan years are assumed to 100% retire in the first year of eligibility following the valuation year.

- Most valuable form of payment

Life Annuity**50% J&S w/ PopUp**

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

— Active male participants	Under Age 50	Over Age 50
— Active female participants	Under Age 60	Over Age 60
— Deferred vested participants	100%	0%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Table of Sample Rates***

Attained age	Percentage		
	Withdrawal	Disability incidence	
		Male	Female
20	4.86%	0.15%	0.09%
25	3.90	0.22	0.15
30	3.10	0.31	0.25
35	2.42	0.43	0.39
40	1.88	0.60	0.55
45	1.46	0.83	0.78
50	1.12	1.22	1.20
55	0.84	2.12	1.96
60	0.60	3.24	2.33
65	0.38	4.37	2.72

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

Actuarial Methods

Asset Methods

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

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

Participant Methods

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

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

Minimum Funding Methods

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- This plan provides benefits that are not a function of a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the ratio of the participant's service at the beginning of the plan year to their service at each decrement age and is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.

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

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

Schedule SB, line 24 — Change in Actuarial Assumptions

- The expense component of normal cost increased from \$120,347 to \$132,006 to reflect our expectations for the current plan year.

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

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29											
30-34			1								1
35-39			3	2							5
40-44			3								3
45-49			4	2	2	2					10
50-54			2	5		2					9
55-59			1	3	1		1	2	1		9
60-64			4			2		2	4		12
65-69				1							1
70 & up											
Total			18	13	3	6	1	4	5		50

In each cell, the top number is the count of active participants for each age/service combination. Credited service was frozen effective January 1, 2008 for all participants with the exception of Ashville union participants who were frozen effective February 1, 2008.

Schedule SB, line 32 — Schedule of Amortization Bases

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

Shortfall bases					
Year established		Outstanding balance	Years remaining	2013 Installment	
2009	\$	225,507	3	\$	78,821
2010		303,583	4		81,470
2011		442,758	5		97,290
2012		(421,193)	6		(79,577)
2013		146,941	7		24,523
Total	\$	697,596		\$	202,527

Schedule SB, Part V — Summary of Plan Provisions

Effective date and plan year	Original plan: May 23, 2003 Restated plan: May 23, 2003 Plan year: January 1 – December 31
Status of the plan	Credited Service was frozen effective January 1, 2008 for all participants with the exception of Ashville union participants who were frozen effective February 1, 2008. New hires after September 1, 2001 for Bellwood and February 1, 2001 for Ashville are not eligible to participate.
Significant events that occurred during the year	None
Definitions	
▪ Covered employees	An individual employed by the Employer or any other employer require to be aggregated with the Employer
▪ Participation	Bargaining employees who have attained age 21 with four calendar quarters of service at the Bellwood Plant 44 location whose date of employment occurred prior to September 1, 2001 or a bargaining employee of the Ashville Ohio Plant Location whose date of employment occurred prior to February 1, 2001.
▪ Employee contributions	None.
▪ Vesting service	All service is measured in full and fractional years on the basis that 365 days equals one year from the employee's hire date (reduced by any period of Severance).
▪ Credited service	All service measured from the date of employment, expressed as the total number of calendar quarters in each of which the employee receives wages, disability benefits or workman's compensation. Credited Service was frozen effective January 1, 2008 for all participants with the exception of Ashville union participants who were frozen effective February 1, 2008.
▪ Accrued benefit	On any date, the amount of monthly retirement benefit accrued by an active participant.
Normal retirement	
▪ Eligibility	The first day of the month following or coincident with the earliest of: <ul style="list-style-type: none"> ▪ The later of age 65 or 5 years of Credited Service ▪ 30 years of Vesting Service

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit

Bellwood Location

The sum of the pension factors from the appropriate wage grades times the service earned while in the wage grade, less the amount payable from any prior plan. Participants who retire between August 1, 2004 and August 1, 2006 are eligible for all the benefit increases in the bargaining period.

Pre-August 1, 2001 wage grade	Service prior to August 1, 2001	Service between August 1, 2001 and August 1, 2004
1 to 4	\$33.25	\$39.25
5 to 8	34.55	40.55
9 to 12	35.90	41.90
13 to 16	37.25	43.25
17 to 20	38.55	44.55
21 to 24	39.90	45.90
25 +	41.25	47.25

Wage Grade	Service on and after August 1, 2004		
	Effective August 1, 2004	Effective August 1, 2005	Effective August 1, 2006
1 to 4	\$41.25	\$43.25	\$45.25
5 to 8	42.55	44.55	46.55
9 to 12	43.90	45.90	47.90
13 to 16	45.25	47.25	49.25
17 to 20	46.55	48.55	50.55
21 to 24	47.90	49.90	51.90
25 +	49.25	51.25	53.25

Schedule SB, Part V — Summary of Plan ProvisionsAshville Location

Pension factor determined by employment date times service, less the amount payable from any prior plan. Participants who retire between May 23, 2003 and February 1, 2006 are eligible for all the benefit increases in the bargaining period.

Service	Employment Prior to March 1, 1984	Employment on and after March 1, 1984
Prior to February 1, 1998	\$21.00	\$18.50
On and after February 1, 1998:	24.00	21.50
Effective February 1, 1999	28.00	25.50
Effective February 1, 2000	32.00	29.50
Effective February 1, 2001	35.00	32.50
Effective February 1, 2002	38.00	35.50
Effective February 1, 2003	40.00	37.50
Effective February 1, 2004	42.00	39.50
Effective February 1, 2005	43.00	40.50

If the participant is an active participant at retirement, the accrued benefit paid to a married participant receiving a 50% joint and survivor annuity will be reduced 5%.

If the participant is an inactive participant at retirement, the accrued benefit paid to a married participant receiving a 50% joint and survivor annuity will be reduced:

Years that spouse is younger	Reduction	Years that spouse is older	Reduction
20 or more	23%	0 to 1	13%
17 to 19	22	2 to 4	11
14 to 16	21	5 to 7	10
11 to 13	19	8 to 10	8
8 to 10	18	11 to 13	7
5 to 7	16	14 to 16	5
2 to 4	15	17 to 19	4
0 to 1	13	20 or more	3

Pension benefits need to be reduced by the benefit payable under the Reynolds Metals Company Pension Plan prior to March 17, 1997 and the benefit payable under the Owens Corning merged retirement plan on May 22, 2003.

Supplemental retirement benefit

- **Eligibility** Bellwood employees who have attained age 55 with 30 years of service.
Form: Monthly annuity payable until age 62.

Schedule SB, Part V — Summary of Plan Provisions

-
- Benefit Amount determined by subtracting the amount of the accrued benefit from the graded minimum monthly benefit shown below:

Wage Grade	Graded Minimum Monthly Benefit
1 to 4	\$1,070
5 to 8	1,100
9 to 12	1,130
13 to 16	1,160
17 to 20	1,190
21 to 24	1,220
25+	1,250

The supplemental amount is reduced by \$1 for each \$2 that earned income after retirement is over \$10,000 per year.

Early retirement

- Eligibility The first day of any month following attainment of age 60 and completion of 10 years of Vested Service.
-

- Benefit
 - Bellwood Location
Accrued benefit on early retirement date reduced 6% each year in which the early retirement date precedes age 62. No reduction applies after attaining age 62.
 - Ashville Location
Accrued benefit on early retirement date reduced 6% each year in which the early retirement date precedes age 65. The special retirement benefit will not become payable for an inactive participant until the month following age 65 or 30 years of employment.
-

Special early retirement

- Eligibility
 1. Bellwood: Employees who have been absent from service for 2 years due to a layoff, permanent shut-down, sickness or accident and attained age 55 with 10 years of service and age plus service equals 70 or 10 years of service and age plus service equals 80.
 2. Bellwood: Employees who have been absent from service for 2 years due to a layoff, permanent shut-down, sickness or accident and have twenty years of service and age plus service equals 65.
 3. Bellwood: Employees who have been absent from service for 3 years due to a layoff, permanent shut-down, sickness or accident and have attained age 55 with 10 years of service.
 4. Ashville: Employees who have been absent from service for 2 years due to a layoff, permanent shut-down, sickness, or accident and have attained age 55 and 10 years of service.
 5. Ashville: Employees who have been absent from service due to a layoff, permanent shut-down, sickness, or accident and attained age 55 with 10 years of service and age plus service equals 75 or 10 years of service and age plus service equals 80.
-

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit	<p><u>1. Bellwood:</u> Accrued benefit at retirement plus the Special Retirement Benefit. A supplemental retirement benefit of \$400 per month will also be payable until attaining age 62.</p> <p><u>2. Bellwood:</u> Accrued benefit at retirement plus the Special Retirement Benefit. A supplemental retirement benefit of \$400 per month, reduced by ½ of any earned income in excess of \$5500, will also be payable until attaining age 62.</p> <p><u>3. Bellwood:</u> Accrued benefit at retirement plus the Special Retirement Benefit.</p> <p><u>4. Ashville:</u> Accrued benefit at retirement plus the Special Retirement Benefit.</p> <p><u>5. Ashville:</u> Accrued benefit at retirement plus the Special Retirement Benefit. A supplemental retirement benefit of \$100 per month will also be payable until attaining age 65 or receiving social security disability benefits.</p>
Late retirement	
▪ Eligibility	Retirement after reaching normal retirement eligibility.
▪ Benefit	Greater of accrued benefit on normal retirement date actuarially increased to late retirement date or accrued benefit on late retirement date.
Deferred vested	
▪ Eligibility	5 years of service or age 65.
▪ Benefit	The participant's accrued benefit.
Disability	
▪ Eligibility	Completion of 10 years of Credited Service and determination that participant is totally and permanently disabled.
▪ Benefit	<p>Accrued benefit on date of disability.</p> <p><u>Bellwood Location</u> If the participant is less than attained age 62, accrued benefit on the date of disability (minimum \$400) plus a supplemental benefit of \$400 per month payable until attaining age 62 or Social Security Disability payments start.</p> <p><u>Ashville Location</u> If the participant is not eligible for Social Security Disability payments, accrued benefit on the date of disability (minimum \$100) plus a supplemental benefit of \$100 per month payable until attaining age 62 or Social Security Disability payments start.</p>
Pre-retirement death	
▪ Eligibility	Partially or fully vested.
▪ Benefit if active	<p>Monthly annuity payable to spouse equal to 50% of the accrued benefit.</p> <p>If the participant was at the Bellwood Location and had attained age 55 with 30 years of service at the date of death, the spouse will also receive 50% of the Supplemental Retirement Benefit, payable until the participant would have attained age 62.</p>

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit if inactive	Monthly annuity payable to spouse, deferred to attained age 60, equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his/her age 60, retired with a qualified joint and 50% survivor annuity in effect, then died the next day.
-----------------------	---

Form of benefits

▪ Automatic form for unmarried participants	Life annuity.
▪ Automatic form for married participants	50% joint and survivor.
▪ Optional forms	Life annuity 50% joint and survivor with pop-up 75% joint and survivor
▪ Optional form conversion factors	The 50% joint and survivor with pop-up for active participants is equal to 95% of the life annuity. The 50% joint and survivor for inactive participants is based on the following factors:

Years that spouse is younger	Reduction	Years that spouse is older	Reduction
20 or more	23%	0 to 1	13%
17 to 19	22	2 to 4	11
14 to 16	21	5 to 7	10
11 to 13	19	8 to 10	8
8 to 10	18	11 to 13	7
5 to 7	16	14 to 16	5
2 to 4	15	17 to 19	4
0 to 1	13	20 or more	3

The other optional forms use Applicable Interest rate and Mortality found in Code Section 417(e)(3).

Miscellaneous

▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.
▪ Administration	Administered by the Benefits Committee
▪ Funding medium	Trust
▪ Benefits not included in valuation	None

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments excluded:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.

Schedule SB, Part V — Summary of Plan Provisions

- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation does not value the plan's unpredictable contingent event benefits, because the likelihood of an event is de minimis.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.

Plan Provisions Changes since Prior Valuation

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

Schedule SB, Line 15 - Reconciliation of differences between valuation results and amounts used to calculate AFTAP

The following schedule shows each AFTAP that was certified or recertified for the 2013 plan year, the date made, and a description of the AFTAP change:

Certification		
Date	AFTAP	Update Description
3/28/2013	80.00%	N/A

The following chart shows a comparison of the final 2013 AFTAP and the FTAP shown on the 2013 Schedule SB, line 14.

	Final certified AFTAP	Schedule SB Line 14 FTAP	Difference (explained below)
1. Adjusted plan assets			
a. Actuarial value of plan assets ¹	\$ 2,951,329	\$ 2,991,394	\$ 40,065
b. Credit balances subtracted	0	0	0
c. Annuity purchases for non-HCEs in prior two plan years	0	N/A	0
d. Earmarked contributions during plan year	0	N/A	0
e. Adjusted plan assets: (a.) – (b.) + (c.) + (d.)	\$ 2,951,329	\$ 2,991,394	\$ 40,065
2. Adjusted funding target			
a. Funding target	\$ 3,688,990	\$ 3,688,990	\$ 0
b. Funding target increases not already reflected in (a.) due to amendments, UCEBs, etc.	0	0	0
c. Annuity purchases for non-HCEs in prior two plan years	0	0	0
d. Adjusted funding target: (a.) + (b.) + (c.)	\$ 3,688,990	\$ 3,688,990	\$ 0
3. 2013 AFTAP/FTAP: (1.e.) ÷ (2.d.)	80.00%	81.08%	1.08%

¹ The discounted value of the 2013 plan year contributions made after March 28, 2013 was not included in the actuarial value of assets used in the final certified AFTAP because the contributions had not been made by the March 28, 2013 AFTAP certification date.

Aleris Retirement Plan for Bargained Employees

EIN # 27-1539745 Plan # 003

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

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Interest-Bearing Cash			
*	Wells Fargo Bank Collateralized Instl Bank Deposit	203,627 shares	\$ 203,627	\$ 203,627
	Mutual Funds			
	Vanguard 500 Index Fund	2,934 shares	319,464	412,812
	Vanguard Total Bond Market Index Fund	36,627 shares	402,598	385,903
	American Funds Europacific Growth Fund	7,003 shares	290,840	343,364
	William Blair Mid Cap Growth Fund	13,472 shares	175,917	209,887
	Templeton Instl Foreign Small Company Fund	8,864 shares	162,797	194,643
	Aston Tamro Small Cap Fund	7,998 shares	160,250	184,916
*	Wells Fargo Adv Emerging Markets Equity Fund	6,289 shares	142,123	138,538
			<u>1,653,989</u>	<u>1,870,063</u>
	Commingled Funds			
	ABS Alpha Ltd. Global Equity Portfolio	2,931 shares	356,794	427,569
	Strategic Property Trust Fund of JPMC	169 shares	316,493	366,807
	C.S. McKee Core Fixed Income Fund	30,815 shares	360,344	352,085
			<u>1,033,631</u>	<u>1,146,461</u>
	Limited Partnership Interests			
	Frontier Small Cap Value Fund, L.P.		123,909	171,509
			<u>\$ 3,015,156</u>	<u>\$ 3,391,660</u>

* Denotes a party-in-interest to the Plan.

Aleris Retirement Plan for Bargained Employees

EIN # 27-1539745 Plan # 003

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

(a) Identity of Party Involved/ (b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category 1 – Single transactions in excess of 5% of plan assets					
Wells Fargo Bank Collateralized Instl Bank Deposit	\$ 178,395	\$ -	\$ 178,395	\$ 178,395	\$ -
Category 3 – Series of transactions in excess of 5% of plan assets					
Wells Fargo Bank Collateralized Instl Bank Deposit	\$ 328,768	\$ -	\$ 328,768	\$ 328,768	\$ -
Wells Fargo Bank Collateralized Instl Bank Deposit	-	334,573	334,573	334,573	-

There were no category 2 or 4 reportable transactions during 2013.

Columns for “Lease rental” and “Expense incurred with transaction” are not applicable.