

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

Part II	Basic Plan Information—enter all requested information				
1a Name of plan PENSION PLAN FOR SALARIED & PRODUCTION EMPLOYEES OF VALLOUREC STAR, LP	<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;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 07/12/2002</td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 07/12/2002	
1b Three-digit plan number (PN) ▶	002				
1c Effective date of plan 07/12/2002					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) VALLOUREC STAR, LP 4424 W. SAM HOUSTON PARKWAY NORTH SUITE 150 HOUSTON, TX 77041-8200	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 82-0549409</td> </tr> <tr> <td>2c Sponsor's telephone number 713-479-3220</td> </tr> <tr> <td>2d Business code (see instructions) 331200</td> </tr> </table>	2b Employer Identification Number (EIN) 82-0549409	2c Sponsor's telephone number 713-479-3220	2d Business code (see instructions) 331200	
2b Employer Identification Number (EIN) 82-0549409					
2c Sponsor's telephone number 713-479-3220					
2d Business code (see instructions) 331200					

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.	10/15/2014	AMY OWENS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	695
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	489
b Retired or separated participants receiving benefits		6b	92
c Other retired or separated participants entitled to future benefits.....		6c	105
d Subtotal. Add lines 6a , 6b , and 6c		6d	686
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	10
f Total. Add lines 6d and 6e		6f	696
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1B 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

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

A Name of plan <u>PENSION PLAN FOR SALARIED & PRODUCTION EMPLOYEES OF VALLOUREC STAR, LP</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>VALLOUREC STAR, LP</u>	D Employer Identification Number (EIN) <u>82-0549409</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>25826235</u>
b Actuarial value	2b <u>25068845</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>80</u> <u>3789309</u>
b For terminated vested participants.....	3b <u>100</u> <u>1793811</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1495753</u>
(2) Vested benefits	3c(2) <u>17601021</u>
(3) Total active.....	3c(3) <u>515</u> <u>19096774</u>
d Total.....	3d <u>695</u> <u>24679894</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>6.42</u> %
6 Target normal cost	6 <u>1918424</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/01/2014</u>
	Signature of actuary	Date
<u>COLIN B. CASSIDY</u>	Type or print name of actuary	<u>14-05294</u>
		Most recent enrollment number
<u>TRANSAMERICA</u>	Firm name	<u>508-903-6011</u>
		Telephone number (including area code)
<u>24 PRIME PARK WAY</u> <u>SUITE 400</u> <u>NATICK, MA 01760-1528</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>13.85</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1148
b Interest on (a) using prior year's effective interest rate of <u>5.75</u> % except as otherwise provided (see instructions)		66
c Total available at beginning of current plan year to add to prefunding balance		1214
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	101.57 %
15 Adjusted funding target attainment percentage	15	101.57 %
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	86.89 %
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
04/12/2013	667629				
07/11/2014	20635				
10/11/2014	344132				
01/24/2014	344132				
04/15/2014	382368				
07/11/2014	382368				
			Totals ►	18(b)	2141264
				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	2026649
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 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	1918424	
b Excess assets, if applicable, but not greater than line 31a	31b	388951	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
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 <u>07</u> Day <u>28</u> Year <u>2014</u>) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1529473	
	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	1529473	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2026649	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	497176	
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>PENSION PLAN FOR SALARIED & PRODUCTION EMPLOYEES OF VALLOUREC STAR, LP</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VALLOUREC STAR, LP</u>	D Employer Identification Number (EIN) <u>82-0549409</u>	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation <u>TRANSAMERICA RETIREMENT SOLUTIONS</u>

13-3689044

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

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

TRANSAMERICA RETIREMENT SOLUTIONS

13-3689044

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 12 15 28 38 50 59 61 62 63 64	RECORD KEEPER	113000	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

NATIONAL FINANCIAL SERVICES

04-3523567

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	11 12 15 28 38 50 59 61 62 63 64	0
(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.
AMERICAN CENTURY PO BOX 419200 KANSAS CITY, MO 64141	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	11 12 15 28 38 50 59 61 62 63 64	0
(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.
COHEN & STEERS 280 PARK AVENUE NEW YORK, NY 10017	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	11 12 15 28 38 50 59 61 62 63 64	0
(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.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

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
TRANSAMERICA RETIREMENT SOLUTIONS	11 12 15 28 38 50 59 61 62 63 64	0
(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.
JP MORGAN 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	11 12 15 28 38 50 59 61 62 63 64	0
(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.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	11 12 15 28 38 50 59 61 62 63 64	0
(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.
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

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
TRANSAMERICA RETIREMENT SOLUTIONS	11 12 15 28 38 50 59 61 62 63 64	0
(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.	
PRUDENTIAL 751 BROAD STREET NEWARK, NJ 07102	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	11 12 15 28 38 50 59 61 62 63 64	0
(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.	
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(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.	
AMERICAN CENTURY PO BOX 419200 KANSAS CITY, MO 64141	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

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
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		
COHEN & STEERS 280 PARK AVENUE NEW YORK, NY 10017	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2		
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2		
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		
JP MORGAN 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

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
NATIONAL FINANCIAL SERVICES	33 71	0
(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.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(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.
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(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.
PRUDENTIAL 751 BROAD STREET NEWARK, NJ 07102	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

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
NATIONAL FINANCIAL SERVICES	33 71	0
(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.	
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>PENSION PLAN FOR SALARIED & PRODUCTION EMPLOYEES OF VALLOUREC STAR, LP</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VALLOUREC STAR, LP</u>	D Employer Identification Number (EIN) <u>82-0549409</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	989866	1108868
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	24852147	30085295
(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	25842013	31194163

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25842013	31194163
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2141264	
(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)		2141264
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)	695205	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		695205
(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)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3092205
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		5928674

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	414012	
(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)		414012
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)	48500	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	114012	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		162512
j Total expenses. Add all expense amounts in column (b) and enter total	2j		576524

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5352150
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: MELTON & MELTON LLP

(2) EIN: 74-1550819

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		5000000
4e	X		5000000
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.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>PENSION PLAN FOR SALARIED & PRODUCTION EMPLOYEES OF VALLOUREC STAR, LP</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VALLOUREC STAR, LP</u>	D Employer Identification Number (EIN) <u>82-0549409</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
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>13-3689044</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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
FOR THE
YEARS ENDED DECEMBER 31, 2013 AND 2012
AND
INDEPENDENT AUDITOR'S REPORT



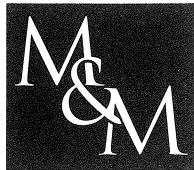
MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

**PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP**

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All other schedules required by the Employee Retirement Income Security Act of 1974 are not applicable and have been omitted.



MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Investment Committee of
**Pension Plan for Salaried and Production
Employees of Vallourec Star, LP**

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pension Plan for Salaried and Production Employees of Vallourec Star, LP, formally Pension Plan for Salaried and Production Employees of V&M Star, LP, (the "Plan"), which comprise the statements of net assets available for benefits and statements of accumulated plan benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and changes in accumulated plan benefits for the year ended December 31, 2013, 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 audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, 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 State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule H, line 4i - schedule of assets (held at end of year) and schedule H, line 4j - schedule of reportable transactions as of or for the year ended December 31, 2013 are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

Melton+Melton, LLP

Houston, Texas
October 14, 2014

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investments , at fair value:		
Mutual funds	\$ 30,085,295	\$ 24,852,147
Employer contributions receivable	<u>1,108,868</u>	<u>989,866</u>
Net assets available for benefits	<u>\$ 31,194,163</u>	<u>\$ 25,842,013</u>

(See accompanying notes to financial statements)

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2013

Additions to Net Assets Attributable to:

Net appreciation in fair value of investments	\$ 3,092,205
Dividends	695,205
Employer contributions	<u>2,141,264</u>
	<u>5,928,674</u>

Deductions from Net Assets Attributable to:

Benefit payments	414,012
Administrative expenses	<u>162,512</u>
	<u>576,524</u>

Change in net assets	5,352,150
----------------------	-----------

Net Assets Available for Benefits at:

Beginning of year	<u>25,842,013</u>
End of year	<u>\$ 31,194,163</u>

(See accompanying notes to financial statements)

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
STATEMENTS OF ACCUMULATED PLAN BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Active participants	\$ 17,708,261	\$ 16,202,926
Deferred vested participants	1,870,985	1,649,488
Participants currently receiving payments	<u>4,774,326</u>	<u>3,540,522</u>
	24,353,572	21,392,936
Nonvested benefits	<u>1,435,136</u>	<u>1,363,276</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 25,788,708</u>	<u>\$ 22,756,212</u>

(See accompanying notes to financial statements)

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
For the Year Ended December 31, 2013

Increase (decrease) during the year attributable to:

Benefits paid	\$ (414,012)
Interest	1,578,689
Change in actuarial assumptions	53,835
Benefits accumulated	<u>1,813,984</u>
	3,032,496

Actuarial present value of accumulated plan benefits at:

Beginning of year	<u>22,756,212</u>
End of year	<u>\$ 25,788,708</u>

(See accompanying notes to financial statements)

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Pension Plan for Salaried and Production Employees of Vallourec Star, LP, formally Pension Plan for Salaried and Production Employees of V&M Star, LP, (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

Effective June 1, 2013, the Plan was amended to change the Company’s name to Vallourec Star, LP, and the Plan name to Pension Plan for Salaried and Production Employees of Vallourec Star, LP.

General

The Plan is a noncontributory defined benefit pension plan established on July 1, 2002 as a result of the acquisition of certain net assets of Cargill, Inc. by Vallourec Star, LP, formerly V&M Star, LP (the “Company”), and covers certain types of non-union employees of the Company. These employees were included in the Plan after they completed one year of service and reached age twenty-one. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 2007, the Plan was amended to limit participation to those employees whose employment began prior to January 1, 2007. In conjunction with the Plan’s application for determination with the Internal Revenue Service (IRS), during 2011, the Plan was amended effective January 1, 2009 to allow employees hired in 2007 and 2008 to become participants in the Plan. Employees hired on or after January 1, 2009 may not participate in the Plan.

Pension Benefits

Employees are eligible for normal retirement benefits after five years of vesting service, which requires 1,000 hours each year, and upon reaching age 65. The Plan also allows for early retirement and death benefits. The amount of individual pension benefits is calculated based upon years of service (both with the Company and Cargill, Inc.), and compensation (salaried) or monthly rate (production), as defined in the Plan. Individual benefits are offset by any vested benefit under the Cargill, Inc. plan. The Plan also provides for the payment of benefits to a qualified participant who has become permanently disabled. Benefits are payable in the form of a joint and survivor annuity or a single life annuity paid in monthly installments or other optional forms.

Effective January 1, 2012, the Plan was amended to freeze benefit accruals for participants hired after December 31, 2006. Affected participants will accrue no further benefits under the Plan after December 31, 2011, and no credited service for any period after December 31, 2011 will be taken into account for purposes of calculating benefits.

Funding Policy

The Company’s funding policy is to make contributions to the Plan that are actuarially determined, such that all employees’ benefits will be fully provided for by the time they retire. The Plan has met ERISA minimum funding requirements.

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Termination

Although it has not expressed the intent to do so, the Company may terminate the Plan subject to the provisions set forth in ERISA. In such event, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under the Plan provisions in effect at any time during the five years preceding the Plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
- c. All other vested benefits (that is, vested benefits not insured by the PBGC).
- d. All nonvested benefits.

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

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

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition

Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Retirement Savings Plan Fiduciary Committee determines the Plan's valuation policies utilizing information provided by the trustee and investment advisors. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable to the service employees have rendered under the Plan's provisions. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The accumulated plan benefits for employees are based on their compensation, age, and years of service. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary from Transamerica Retirement Solutions and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of December 31, 2013 and 2012 were (a) life expectancy of participants (the static mortality table in accordance with IRS regulation 1.430(h)(3)-1 for 2013 and 2012), (b) retirement age assumptions (the assumed weighted average retirement age was 63), and (c) investment return (7% for 2013 and 2012). The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2014 and 2013. Had the valuations been performed as of December 31, there would be no differences.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided in the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation in fair value of investments presented in the accompanying statement of changes in net assets available for benefits.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Accordingly, actual results could differ from those estimates.

NOTE 3 - INVESTMENTS

Investments that represent 5% or more of the Plan's net assets at December 31, 2013 and 2012 are separately identified below:

<u>Identity of Party Involved</u>	<u>Description</u>	<u>2013</u>	<u>2012</u>
Mutual Funds:			
PIMCO	Total Return Fund	\$8,419,818	\$8,455,554
T. Rowe Price	Equity Income Fund	4,627,330	3,331,478
Cohen & Steers	Realty Shares Fund	2,115,183	1,908,856
American Funds	EuroPacific Growth Fund	3,354,506	2,591,534
American Century	Disciplined Growth Fund	4,504,017	3,104,477

During the year ended December 31, 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in fair value by \$3,092,205.

NOTE 4 - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosure about the use of fair value measurements in an effort to make the measurement of fair value more consistent and comparable.

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

Various inputs are used in determining the fair value of the Plan's investments. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. In addition, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy, including the types of Plan investments that fall under each category and the valuation methodologies used to measure fair value, are described below:

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

Mutual Funds: Valued at net asset value (NAV) of shares held by the Plan at year-end. NAV is based on the value of the underlying assets owned by the fund minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market.

Level 2 - Inputs to the valuation methodology are other than quoted market prices in active markets that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices that are in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs to the valuation methodology are unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

The inputs and methodologies used for valuing securities are not an indication of the risk associated with investing in those securities. There have been no changes in the methodologies used at December 31, 2013 or 2012.

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

<u>Description</u>	<u>December 31, 2013</u>			<u>Total</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds:				
Bonds	\$ 9,886,969			\$ 9,886,969
Large Cap	9,131,347			9,131,347
Mid Cap	2,874,329			2,874,329
Small Cap	1,475,910			1,475,910
International	3,949,238			3,949,238
Real estate	<u>2,767,502</u>			<u>2,767,502</u>
Total mutual funds	<u>30,085,295</u>			<u>30,085,295</u>
Total investments at fair value	<u>\$30,085,295</u>			<u>\$30,085,295</u>

<u>Description</u>	<u>December 31, 2012</u>			<u>Total</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds:				
Bonds	\$ 9,743,616			\$ 9,743,616
Large Cap	6,435,954			6,435,954
Mid Cap	2,016,929			2,016,929
Small Cap	1,039,112			1,039,112
International	3,099,348			3,099,348
Real estate	<u>2,517,188</u>			<u>2,517,188</u>
Total mutual funds	<u>24,852,147</u>			<u>24,852,147</u>
Total investments at fair value	<u>\$24,852,147</u>			<u>\$24,852,147</u>

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, State Street Bank and Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, and the Schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2013, and the related net appreciation in fair value of investments and dividends reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2013.

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

The Plan paid certain expenses related to plan operations and investment activity to various service providers. These investments qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions.

NOTE 7 - TAX STATUS

The IRS has determined and informed the Company by a letter dated March 21, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken. 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.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides for various investments. In general, such investments are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility 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 such changes could materially affect the amounts reported in the statements of net assets available for benefits.

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

NOTE 9 - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 14, 2014, the date the financial statements were available to be issued.

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
EIN: 82-0549409 PLAN #002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

<u>(a)</u>	<u>(b)</u> <u>Identity of</u> <u>Issue, Borrower,</u> <u>Lessor, or Similar Party</u>	<u>(c)</u> <u>Description of</u> <u>Investment Including</u> <u>Maturity Date, Rate of</u> <u>Interest, Collateral,</u> <u>Par, or Maturity Value</u>	<u>(d)</u> <u>Cost</u>	<u>(e)</u> <u>Current</u> <u>Value</u>
Mutual Funds:				
	PIMCO	Total Return Fund	\$ 8,834,710	\$ 8,419,818
	JPMorgan	Mid Cap Value Fund	1,194,436	1,471,262
	T. Rowe Price	Equity Income Fund	3,782,492	4,627,330
	Cohen & Steers	Realty Shares Fund	2,179,669	2,115,183
	Oppenheimer	Developing Markets Fund	553,567	594,732
	T. Rowe Price	Small-Cap Value Fund	1,164,697	1,475,910
	American Funds	EuroPacific Growth Fund	2,835,703	3,354,506
	Vanguard	Mid Cap Growth Fund	1,185,112	1,403,067
	American Century	Disciplined Growth Fund	3,610,784	4,504,017
	Columbia	High Yield Bond Fund	1,467,756	1,467,151
	Prudential	Real Assets Fund	668,941	652,319
			<u>\$ 27,477,867</u>	<u>\$ 30,085,295</u>

PENSION PLAN FOR SALARIED AND PRODUCTION
EMPLOYEES OF VALLOUREC STAR, LP
EIN: 82-0549409 PLAN #002
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
For the Year Ended December 31, 2013

(a) Identity of Party <u>Involved</u>	(b) Description of Asset (including interest rate and maturity <u>in case of loan</u>)	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
--	--	--------------------------	-------------------------	-------------------------	---	------------------------------

Series of Transactions:

Transamerica

Retirement Solutions	PIMCO Total Return Fund	\$ 969,642		\$ 969,642	\$ 969,642	
			\$576,818	590,485	576,818	\$ (13,667)

**Attachment to 2013 Form 5500 Schedule SB,
Line 26 – Schedule of Active Participant Data**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

.....Completed Years of Credited Service											
<u>Age</u>	0 to <u>1</u>	1 to <u>4</u>	5 to <u>9</u>	10 to <u>14</u>	15 to <u>19</u>	20 to <u>24</u>	25 to <u>29</u>	30 to <u>34</u>	35 to <u>39</u>	40 <u>+</u>	<u>Total</u>
0 – 24	0	6	0	0	0	0	0	0	0	0	6
25 – 29	0	6	8	0	0	0	0	0	0	0	14
30 – 34	0	4	12	5	1	0	0	0	0	0	22
35 – 39	0	5	20	14	5	0	0	0	0	0	44
40 – 44	0	7	13	12	9	8	3	0	0	0	52
45 – 49	0	3	12	16	19	24	10	0	0	0	84
50 – 54	0	4	8	9	15	51	25	1	0	0	113
55 – 59	0	3	4	3	11	35	53	1	1	0	111
60 – 64	0	1	6	4	8	16	21	0	0	0	56
65 – 69	0	0	4	0	0	4	4	0	0	0	12
70 & Up	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>1</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>1</u>
Totals	0	39	87	63	68	139	116	2	1	0	515

**Attachment to 2013 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

A ACTUARIAL COST METHOD

The actuarial cost method used to determine the target normal cost, target liability and required contribution amounts for the plan is the Traditional Unit Credit Actuarial Cost Method. Under this method, both the target normal cost and target liability are based on the annual accrual of benefits as accruals occur each year.

The target liability for each active plan participant is equal to the actuarial present value of the participant's accrued benefit as of the valuation date. The total target liability of the plan is equal to the sum of such liabilities as determined for each active participant plus the actuarial present value of benefits being paid, or due to be paid, to retirees, beneficiaries and former participants with deferred vested benefits.

The target normal cost for each active participant is equal to the actuarial present value of the benefit expected to be earned during the year starting on the valuation date. The total target normal cost of the plan is the sum of the target normal costs for each active plan participant.

All employees who are plan participants on a valuation date are included in the actuarial valuation.

B ASSET VALUATION METHOD

The actuarial value of assets is equal to the market value of assets on the valuation date reduced by the sum of:

1. 66.67% of gains and losses of the prior year;
2. 33.33% of gains and losses of the second prior year.

Investment gains and losses are determined by the excess or deficiency of the expected return over the actual return on the market value (including employer contributions receivable for any given year. However, the expected return on assets may be limited by certain statutory interest rates.

The actuarial valuation of assets is further constrained to be not less than 90% or more than 110% of market value (including employer contributions receivable).

**Attachment to 2013 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

C INTEREST RATE METHODS

<u>Target Liability Interest Rates</u>	Segment rates for September prior to the valuation date as adjusted in accordance with Code Section 430(h)(2)(C)(iv).
--	---

<u>PBGC Interest Rates</u>	Based on the alternative premium funding target and the Target Liability Interest Rates unadjusted by Code Section 430(h)(2)(C)(iv).
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<u>Expected Investment Return/ ASC 960-20 Interest Rate</u>	7.00% (previously, 8.50%).
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D ACTUARIAL ASSUMPTIONS

<u>Pre- and Post-Retirement Mortality</u>	Static mortality table in accordance with IRS Regulation 1.430(h)(3)-1 for the valuation year.
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<u>Salary Increases</u>	3.50%
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<u>Social Security Taxable Wage Base</u>	3.00%
--	-------

<u>Withdrawal Rates</u>	Sample rates are as follows:
-------------------------	------------------------------

<u>Age</u>	<u>Rate</u>
25	9.67%
30	9.30%
35	8.71%
40	7.75%
45	6.35%
50	4.22%
55	1.55%

**Attachment to 2013 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

D ACTUARIAL ASSUMPTIONS (cont'd)

Retirement Rates

Sample rates are as follows:

<u>Age</u>	<u>Rate</u>
55	1.0%
56	1.0%
57	1.0%
58	1.0%
59	1.0%
60	10.0%
61	10.0%
62	40.0%
63	15.0%
64	15.0%
65	100.00%

**IRC Maximum Benefit and
Compensation Limitations**

Benefit Limit: \$205,000 for 2013 (previously, \$200,000).

Compensation Limit: \$255,000 for 2013 (previously, \$250,000).

Form of Payment

Life Annuity

Preretirement Death Benefit

It is assumed that 80% of participants are married, and wives are three years younger than husbands.

Expenses

\$140,000 (previously, \$0).

ATTACHMENT TO THE 2013 SCHEDULE H OF FORM 5500
LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) &
LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Plan Sponsor: Vallourec Star, LP

Plan Name: Pension Plan for Salaried and Production Employees of V & M Star, LP

Plan Year: January 1, 2013 to December 31, 2013

EIN: 82-0549409

Plan No.: 002

Item 4i- Schedule of Assets Held at End of Year

Page 16 of the attached auditor's report of the Plan for the plan year ending December 31, 2013 provides the schedule of assets information.

Item 4j- Schedule of Reportable Transactions

Pages 17 of the attached auditor's report of the Plan for the plan year ending December 31, 2013 provides the schedule of reportable transactions.

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 PENSION PLAN FOR SALARIED & PRODUCTION EMPLOYEES OF VALLOUREC STAR, LP	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF VALLOUREC STAR, LP	D Employer Identification Number (EIN) 82-0549409	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1	Enter the valuation date:	Month <u>01</u>	Day <u>01</u>	Year <u>2013</u>		
2	Assets:					
	a Market value	2a	25826235			
	b Actuarial value	2b	25068845			
3	Funding target/participant count breakdown:	(1) Number of participants		(2) Funding Target		
	a For retired participants and beneficiaries receiving payment.....	3a	80	3789309		
	b For terminated vested participants.....	3b	100	1793811		
	c For active participants:					
	(1) Non-vested benefits	3c(1)		1495753		
	(2) Vested benefits	3c(2)		17601021		
	(3) Total active.....	3c(3)	515	19096774		
	d Total.....	3d	695	24679894		
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	6.42 %			
6	Target normal cost	6	1918424			

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary COLIN B. CASSIDY Type or print name of actuary TRANSAMERICA Firm name 24 PRIME PARK WAY SUITE 400 NATICK, MA 01760-1528 Address of the firm	10/01/2014 Date 14-05294 Most recent enrollment number (508) 903-6011 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	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>13.85</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1148
b Interest on (a) using prior year's effective interest rate of <u>5.75</u> % except as otherwise provided (see instructions)		66
c Total available at beginning of current plan year to add to prefunding balance		1214
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	101.57 %
15 Adjusted funding target attainment percentage	15	101.57 %
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	86.89 %
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
04-12-2013	667629				
07-11-2014	20635				
10-11-2014	344132				
01-24-2014	344132				
04-15-2014	382368				
07-11-2014	382368				
Totals ▶			18(b)	2141264	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	2026649

20 Quarterly contributions and liquidity shortfalls:**a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No**b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No**c** If line 20a is "Yes," see instructions and complete the following table as applicable:

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
4.94%2nd segment:
6.15%3rd segment:
6.76%☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

4

22 Weighted average retirement age**22**

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**

1918424

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

388951

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment.....

0

0

b Waiver amortization installment.....**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..**34**

1529473

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**

1529473

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

2026649

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

497176

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, Line 2(h) Formula Descriptions

Pension Plan For Salaried and Production Employees of V&M Star, LP

EIN No.: 82-0549409, Plan No. 001

Plan Year Ending: 12/31/2013

Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:

TRANSAMERICA RETIREMENT SOLUTIONS	13-3689044
NATIONAL FINANCIAL SERVICES	04-3523567

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund

Fund Family	Fund Name	Start Date	End Date	Revenue to Transamerica Retirement Solutions	Revenue to National Financial Services
AMERICAN CENTURY	AMERICAN CENTURY DISCP GROWTH	1/1/2013	12/31/2013	34.146	0.854
COHEN & STEERS	C&S REALTY	1/1/2013	12/31/2013	43.902	1.098
COLUMBIA	COLUMBIA HIGH YIELD BOND Z	1/1/2013	12/31/2013	39.024	0.976
JP MORGAN	JP MORGAN MDCAP VAL	1/1/2013	12/31/2013	9.756	0.244
OPPENHEIMER	OPPENHEIMER DEVELOPING MARKETS	1/1/2013	12/31/2013	24.390	0.610
PIMCO	PIMCO Totl Rtrn	1/1/2013	12/31/2013	2.927	0.073
PRUDENTIAL	PRUDENTIAL REAL ASSETS A	1/1/2013	12/31/2013	39.024	0.976
T ROWE PRICE	T ROWE EQTY INC	1/1/2013	12/31/2013	14.634	0.366
T ROWE PRICE	T ROWE PRICE SMALL CAP VAL	1/1/2013	12/31/2013	14.634	0.366

**Attachment to 2013 Form 5500 Schedule SB,
Line 19 – Discounted Employer Contributions**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

<u>Date</u>	<u>Actual Contribution</u>	<u>Discounted Contribution</u>	<u>Discounted Contribution with Late Interest</u>	<u>Effective Rate</u>	<u>Late Interest Discount Rate</u>	<u>Plan Year</u>
April 12, 2013	\$ 667,629	\$ 656,232	\$ 656,232	6.42%	N/A	1/1/2013 – 12/31/2013
July 11, 2013	20,635	19,974	19,974	6.42%	N/A	1/1/2013 – 12/31/2013
October 11, 2013	344,132	327,924	327,924	6.42%	N/A	1/1/2013 – 12/31/2013
January 24, 2014	344,132	322,107	321,742	6.42%	11.42%	1/1/2013 – 12/31/2013
April 15, 2014	382,368	352,987	352,987	6.42%	N/A	1/1/2013 – 12/31/2013
July 11, 2014	<u>382,368</u>	<u>347,790</u>	<u>347,790</u>	6.42%	N/A	1/1/2013 – 12/31/2013
Total	\$ 2,141,264	\$ 2,027,014	\$ 2,026,649			

**Attachment to 2013 Form 5500 Schedule SB,
Line 22 – Description of Weighted Average Retirement Age**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.01	1,000,000	1	0.01	0.55
56	0.01	990,000	0.99	0.0099	0.5544
57	0.01	980,100	0.9801	0.009801	0.558657
58	0.01	970,299	0.970299	0.009703	0.56277342
59	0.01	960,596	0.960596	0.009606	0.566751646
60	0.1	950,990	0.95099	0.095099	5.705940299
61	0.1	855,891	0.855891	0.0855891	5.220935374
62	0.4	770,302	0.7703019	0.3081208	19.10348812
63	0.15	462,181	0.4621812	0.0693272	4.367612002
64	0.15	392,854	0.392854	0.0589281	3.7713983
65	1	333,926	0.3339259	0.3339259	21.70518293

Average age at retirement

62.67

Rounded Weighted Average for Schedule SB item 22

63

**Attachment to 2013 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

Effective Date

Original Plan: July 1, 2002

Eligibility

Employees who participated in the Prior Plan. All other employees are eligible on the first day of the month coincident with or next following attainment of age 21 and 1,000 hours of service. Employees hired after December 31, 2006 are not eligible to participate in the Plan with the exception of employees hired in 2007 and 2008, who are included under an IRS closing agreement.

Credited Service

Under the Production Benefit Formula:

- (1) Sum of Participant's "Years of Credited Service" determined in accordance with the provisions of the Prior Plan prior to the Effective Date, plus
- (2) A full year of Credited Service for each Plan Year during which the Participant is credited with at least 1,500 hours of service after the Effective Date. A partial year of Credited Service is credited based on the following schedule:

<u>Completed Hours</u>	<u>Fractional Year</u>
350 - 749	$\frac{1}{4}$
750 - 1124	$\frac{1}{2}$
1125 - 1499	$\frac{3}{4}$
1500 or more	1

Under the Salaried Benefit Formula:

- (1) The sum of the Participant's "Years of Credited Service" determined in accordance with the provisions of the Prior Plan immediately prior to the Effective Date, plus
- (2) A full year of Credited Service for each Plan Year during which the Participant is credited with at least 1,000 Hours of Service after the Effective Date. For a Plan Year in which an Eligible Employee is credited with less than 1,000 hours of Service, a partial year of Credited Service is credited in number of months with at least one hour of service divided by 12.

**Attachment to 2013 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

Vesting Service

The sum of (1) the Employee's "Years of Continuous Service" determined in accordance with the provisions of the Prior Plan immediately prior to the Effective Date and (2) a full year of Vesting Service for each Plan Year during which he is credited with at least 1,000 Hours of Service after the Effective Date.

Compensation

Includes regular base pay and deferrals, overtime pay, commissions and "salesmen's bonuses"; excludes bonuses, reimbursements, other expenses, allowances and Company contributions to any Company profit-sharing plan.

Final Average Monthly Pay

Highest average monthly pay during the period of 5 consecutive years within the 10-year period immediately preceding decrement.

Normal Retirement

First of the month coincident with or next following attainment of age 65.

Early Retirement

(a) Production Employees - Age 55 and 10 years of Vesting Service.

(b) Salaried Employees – Age 55 and 15 years of Vesting Service.

Normal Retirement

(a) Under the Production Benefit Formula:

A monthly amount equal to the difference between (1) and (2).

(1) The benefit rate times the Participant's Credit Service, where the benefit is:

<u>Location</u>	<u>Benefit Rate</u>
Houston, Texas	\$28.00
Youngstown, Ohio	\$44.00

Note: different benefit rates applied prior to 12/1/08.

(2) The Participant's "accrued benefit" as of the Effective Date under the provisions of the Prior Plan as in effect immediately prior to the Effective Date.

**Attachment to 2013 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

Normal Retirement (cont'd)

(b) Under the Salaried Benefit Formula:

A monthly amount equal to the difference between the sum of the amounts determined under (1) and (2) below reduced by (3) below.

(1) For Credited Service on or Before December 31, 1991:

Benefit earned under Prior Plan as of December 31, 1991 indexed for increases in Final Average Monthly Pay.

(1) For Credited Service on or After January 1, 1992:

The sum of (i) the product of the Participant's years of Credited Service (not in excess of the difference between 40 and the number of years of Credited Service taken into account under (1) above) multiplied by 0.8% of his Final Average Monthly Pay plus (ii) the product of the Participant's years of Credited Service (not in excess of the difference between 35 and the number of years of Credited Service taken into account under (1) above) multiplied by 0.35% of his Final Average Monthly Pay in excess of Covered Compensation.

(3) Offset Attributable to Prior Plan Benefit

The monthly amount of the Participant's "accrued benefit" as of the Effective Date under the provisions of the Prior Plan as in effect immediately prior to the Effective Date.

For Participants hired after December 31, 2006, benefits were frozen as of December 31, 2011.

**Attachment to 2013 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

Early Retirement Benefit

Accrued Benefit payable at Normal Retirement reduced as follows:

(a) Under the Production Benefit Formula:

Reduced by 6% per year by which the Early Retirement Date precedes attainment of age 60.

(b) Under the Salaried Benefit Formula:

Reduced in accordance with the following table per year by which the Early Retirement Date precedes the attainment of age 60.

<u>Years of Vesting Service at Annuity Starting Date</u>	<u>Annual Reduction Factor</u>
35 or more	3%
At least 30 but less than 35	4%
At least 25 but less than 30	5%
At least 20 but less than 25	6%
At least 15 but less than 20	7%

Supplemental Benefit

For participants to whom the Salaried Benefit Formula applies a supplemental benefit equal to the product of the Participant's years of Credited Service times \$15 payable from Early Retirement to age 62.

Pre-Retirement Death Benefit

If a vested employee dies, the employee's spouse will receive a benefit commencing no earlier than the earliest date the employee would have been eligible to retire and payable for life. The amount of the benefit will be equal to the benefit the spouse would have received if the employee had retired just before he or she died (or on the earliest date the employee would have been eligible to retire, if later) and had elected a 50% joint and survivor benefit.

Termination Benefit

Upon the termination of employment after 5 or more Years of Service (or attainment of age 60 for a participant earning benefits under the Salaried Benefit Formula) a participant shall have a 100% vested interest in his Accrued Benefit which will be payable at Normal Retirement Date.

**Attachment to 2013 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

E.I.N.: 82-0549409 Plan No.: 002

Plan Year: January 1, 2013 to December 31, 2013

Termination Benefit *(cont'd)*

If a participant has met the service (but not the age) requirements for early retirement at the time of termination, the participant may elect to commence his benefit at any time after age 55. However, the benefit will be reduced by 7% for each of the first 5 years and 4% for each of the next 5 years that benefits commence prior to age 65.

Normal Form of Payment

Life Annuity. Other optional forms of payment are available on an actuarial equivalent basis.

Other optional forms of payment: (a) joint and survivor options with 50%, 75% or 100% continuing to beneficiary; (b) for salaried participants only: life annuity with 10 year guaranteed; joint and 50% survivor reduced upon the first death (whether the participant or the beneficiary).

Actuarial equivalence is based on the applicable mortality table and interest rates in accordance with 417(e).

Summary of Plan Changes

None.

Summary of Significant Events

None.

ATTACHMENT TO THE 2013 SCHEDULE H OF FORM 5500
LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) &
LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Plan Sponsor: Vallourec Star, LP

Plan Name: Pension Plan for Salaried and Production Employees of V & M Star, LP

Plan Year: January 1, 2013 to December 31, 2013

EIN: 82-0549409

Plan No.: 002

Item 4i- Schedule of Assets Held at End of Year

Page 16 of the attached auditor's report of the Plan for the plan year ending December 31, 2013 provides the schedule of assets information.

Item 4j- Schedule of Reportable Transactions

Pages 17 of the attached auditor's report of the Plan for the plan year ending December 31, 2013 provides the schedule of reportable transactions.

**Attachment to 2013 Form 5500 Schedule SB,
Line 24 – Change in Actuarial Assumptions**

**Plan Name: Pension Plan for Salaried & Production Employees of Vallourec Star, LP
Plan Sponsor: Vallourec Star, LP**

**E.I.N.: 82-0549409 Plan No.: 002
Plan Year: January 1, 2013 to December 31, 2013**

For 2013, plan expenses were equal to \$140,000 (previously, \$0).