Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE PENSION PLAN OF ARCH CHEMICALS

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1989

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

ARCH CHEMICALS, INC.

C/O LONZA INC.
90 BOROLINE RD
ALLENDALE, NJ 07401-1613

2b Employer Identification Number (EIN)
06-1526315

2c Sponsor's telephone number
201-316-9200

2d Business code (see instructions)
325100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	ALICIA CATANZARO
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	3168
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**	989
b	Retired or separated participants receiving benefits	**6b**	868
c	Other retired or separated participants entitled to future benefits	**6c**	516
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2373
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	79
f	Total. Add lines **6d** and **6e**.	**6f**	2452
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 1C 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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

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

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

A Name of plan
THE PENSION PLAN OF ARCH CHEMICALS

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
06-1526315

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

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

Part I Basic Information

1	Enter the valuation date: Month _____ Day _____ Year _____			
2	Assets:			
	a Market value	**2a**		334062942
	b Actuarial value	**2b**		330772550
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	804	159726091
	b For terminated vested participants	**3b**	1255	64421704
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		7447199
	(2) Vested benefits	**3c(2)**		92460203
	(3) Total active	**3c(3)**	1109	99907402
	d Total	**3d**	3168	324055197
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**		6.71 %
6	Target normal cost	**6**		1749064

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 — Date: 10/15/2014

LIANA PETRUSO — Type or print name of actuary

14-07060 — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA INC. — Firm name

203-326-5400 — Telephone number (including area code)

263 TRESSER BLVD
STAMFORD, CT 06901

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	42658071
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	11501365
9	Amount remaining (line 7 minus line 8)	0	31156706
10	Interest on line 9 using prior year's actual return of 13.36 %	0	4162536
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.04 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	35319242

Part III Funding Percentages

14	Funding target attainment percentage	14	91.17 %
15	Adjusted funding target attainment percentage	15	87.36 %
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	94.48 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.23%	6.51%	7.16 %	☐ 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**	1749064
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	28601889	7674628
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	9423692

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	11768273	11768273

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0

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

a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
THE PENSION PLAN OF ARCH CHEMICALS		003
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
ARCH CHEMICALS, INC.	06-1526315	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

STATE STREET GLOBAL ADVISORS

26-2949264

(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?
19 25 28 62 99 50 51	NONE	441798	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

TOWERS WATSON

23-1159360

(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 16 17 50	NONE	431474	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SOUTHEASTERN ASSET MANAGEMENT

62-0951781

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51 68 52	NONE	181122	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

ALLEGIANCE CAPITAL INC.

33-0336012

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51	NONE	93207	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

MORNEAU SHEPELL

45-4303723

(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?
15 64 50	NONE	77640	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

RCL ADVISORS

20-5867247

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51	NONE	72160	Yes [ ] No [X]	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)

SOUTHERN SUN ASSET MGMT LLC

27-2990431

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 51 68 52	NONE	70918	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

SIBSON CONSULTING

13-1835864

(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 16 17 50	NONE	64326	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NELSON MULLINS

57-0215445

(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?
29 50	NONE	49784	Yes [ ] No [X]	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)

STATE STREET RETIREE SERVICES

04-3581074

(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?
12 13 15 50	NONE	20463	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WISS & COMPANY, LLP

22-1732349

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	18000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

a Name: DAVID L. PALMERINO	**b** EIN: 13-1835864	
c Position: ENROLLED ACTUARY		
d Address: SIBSON CONSULTING 333 WEST 34TH STREET NEW YORK, NY 10001	**e** Telephone: 212-251-5000	

Explanation: CHANGE IN ACTUARY TO TOWERS WATSON DUE TO THE ACQUISTION OF ARCH CHEMICALS, INC. BY LONZA.

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
THE PENSION PLAN OF ARCH CHEMICALS

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
06-1526315

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LONZA AMERICA INC. MASTER RTMT TRUS

b Name of sponsor of entity listed in (a): LONZA AMERICA INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-3539405-001	M	317983876

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
THE PENSION PLAN OF ARCH CHEMICALS

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ARCH CHEMICALS, INC.

D Employer Identification Number (EIN)
06-1526315

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
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)	334062942	317983876
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	334062942	317983876
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	56842	316737
k Total liabilities (add all amounts in lines 1g through1j)	1k	56842	316737
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	334006100	317667139

Part II Income and Expense Statement

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

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		40521952
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		40521952
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	54343961	
(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)		54343961
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)	641223	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	746016	
(4) Other	2i(4)	1129713	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2516952
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		56860913
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-16338961
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WISS & COMPANY, LLP **(2)** EIN: 22-1732349

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
THE PENSION PLAN OF ARCH CHEMICALS

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ARCH CHEMICALS, INC.

D Employer Identification Number (EIN)
06-1526315

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 04-1867445

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** 704

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 64 % Investment-Grade Debt: 29 % High-Yield Debt: 4 % Real Estate: 0 % Other: 3 %

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):

WISS
A Partner to Grow With

INDEPENDENT AUDITORS' REPORT

The Retirement Committee of Lonza Inc.
The Pension Plan of Arch Chemicals

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Pension Plan of Arch Chemicals (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statements of changes in net assets available for benefits for the years then ended, the statement of accumulated plan benefits as of December 31, 2012, the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2013, and December 31 2012, 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.

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

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

Wiss & Company

WISS & COMPANY, LLP

Livingston, New Jersey
October 9, 2014

THE PENSION PLAN OF ARCH CHEMICALS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2013	2012
ASSETS:		
Investment in Lonza America Inc. Master Trust, at fair value	$ 317,983,876	$ 334,062,942
Employer contributions receivable	-	-
Total assets	317,983,876	334,062,942
LIABILITY -		
Accrued administrative expenses	316,737	56,842
Net Assets Available for Benefits	$ 317,667,139	$ 334,006,100

See accompanying notes to financial statements.

THE PENSION PLAN OF ARCH CHEMICALS

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,	
	2013	2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income in Lonza America, Inc. Master Trust	$ 40,521,952	$ 41,232,902
Employer contributions	-	-
Total Additions	40,521,952	41,232,902
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	54,343,961	14,829,619
Administrative expenses	2,516,952	2,274,930
Total Deductions	56,860,913	17,104,549
NET (DECREASE) INCREASE	(16,338,961)	24,128,353
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	334,006,100	309,877,747
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 317,667,139	$ 334,006,100

See accompanying notes to financial statements.

THE PENSION PLAN OF ARCH CHEMICALS

STATEMENT OF ACCUMULATED PLAN BENEFITS

DECEMBER 31, 2012

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:

Participants currently receiving payments	$ 147,970,532
Active participants	83,790,076
Participants with deferred benefits	58,034,242
	289,794,850
Nonvested benefits	6,669,190
Total Actuarial Present Value of Accumulated Plan Benefits	$ 296,464,040

See accompanying notes to financial statements.

THE PENSION PLAN OF ARCH CHEMICALS

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

YEAR ENDED DECEMBER 31, 2012

Actuarial Present Value of Accumulated Plan Benefits at January 1, 2012	$ 257,818,742
Increase (decrease) during the year attributable to:	
Benefits accumulated	5,637,859
Actuarial loss	3,557,509
Change in discount period	20,659,620
Assumption changes	23,588,524
Benefits paid to participants	(14,798,214)
Net increase	38,645,298
Actuarial Present Value of Accumulated Plan Benefits at December 31, 2012	$ 296,464,040

See accompanying notes to financial statements.

THE PENSION PLAN OF ARCH CHEMICALS

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan:

The following description is intended to give a general summary of the significant provisions of The Pension Plan of Arch Chemicals ("the Plan"). Interested plan participants should refer to the full Plan Document for more detailed explanations and information regarding the Plan's provisions.

General - The Plan is a noncontributory defined benefit pension plan covering both union and nonunion employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan is sponsored by Arch Chemicals Inc. (the "Company"), a wholly owned subsidiary of Lonza America Inc. ("LAI").

Pension Benefits - Participants are eligible to receive their vested benefits under the Traditional Plan upon retirement, or for Cash Balance participants, upon termination of employment provided the participant has attained age 55 or one year following termination if the participant has not yet attained age 55. Employees become fully vested in the Plan: (a) after five years of employment for employees hired prior to April 1, 2008 and participate in the grandfathered plan (the "Traditional Plan"); (b) three years, for employees hired on or after April 1, 2008, who participate in the new Personal Pension Account (the "Cash Balance Plan"); or (c) attainment of age 65. The Traditional Plan permits early retirement at age 55 with 10 credited years of service. For participants with a present value of vested benefits of $5,000 or less at the time of termination, benefits are distributed to them in the form of a lump sum cash out, or placed in a Rollover IRA (if between $1,000 and $5,000 and no election for distribution is made within the required timeframe). For participants in the Traditional Plan, who have more than $5,000 of vested benefits at the time of termination, benefits are paid in the form of an annuity upon attainment of a retirement age. For participants in the Cash Balance Plan, who have more than $5,000 of vested benefits at the time of termination, benefits are either paid in the form of an annuity or in the form of a lump sum upon attainment of age 55, or one year after termination of employment if not yet age 55. Effective November 15, 2011 the plan was frozen to all non-union new hires. Accordingly, no non-union employees that are hired on or after November 15, 2011 are eligible to participate in the Plan. Effective November 9, 2012 all benefit accruals were frozen for non-union participants. Participants became fully vested in their accrued benefits.

Death and Disability Benefits - The Plan provides for death benefits to a spouse of a deceased participant who has met the vesting requirement but died prior to his or her benefit commencement date. A pre-retirement survivor benefit will be paid to the surviving spouse, provided the participant and spouse had been married throughout the one year period ending on the date of death.

If the participant in the Traditional Plan dies after attaining the age and years of service necessary to qualify for early retirement, the spouse shall receive an amount equal to that which the participant would have received had the participant retired before the day of his or her death, in the form of a 50% qualified joint and survivor annuity payment. For surviving spouses of participants in the Cash Balance Plan, their benefits can be paid in the form of a lifetime-only annuity or a lump sum. For non-spouse beneficiaries of participants in the Cash Balance Plan, the benefits will be paid in the form of a lump sum only.

In the event a participant becomes disabled before attaining his or her normal retirement age, the participant will become eligible for a disability retirement allowance as provided by the participant's respective Plan provisions.

Trust Managed by the Trustees - The assets of the Lonza America Inc Master Retirement Trust are held and managed by State Street Bank and Trust Company (the "Trustee") for the years ended December 31, 2013 and 2012. Under the terms of the agreement between LAI and the Trustee, the Trustee manages Lonza America Inc. Master Retirement Trust on behalf of the Plan. The Trustee has been granted discretionary authority concerning purchases and sales of investments in the Lonza America Inc. Master Retirement Trust in accordance with the general guidelines established by the Plan Administrator. Additionally, the Plan's Retirement Committee (the "Committee") regularly reviews the investment performance with an independent investment advisor and the Committee may direct the acquisition and disposition of the assets of the Plan.

Participant Accounts - Under the Cash Balance Plan provisions, amounts are credited by the Company to the participants' hypothetical accounts. The accounts are allocated compensation credits and investment credits at the end of each year. The compensation credits are allocated based on a percentage of the participants' certified compensation as defined in the plan document for that year. Participants' hypothetical accounts also receive investment credits at the end of each year.

Funding Policy - The Company's policy is to make contributions to provide the benefits under the Plan and is subject to the provisions of ERISA. Contributions by the Company are based upon actuarial computations of the present value of future benefits to be paid to participants as of the beginning of the Plan year. The actuarial cost method used to determine employer contributions to the Plan is the projected unit credit method. In accordance with the Company's funding policy, contributions for 2013 and 2012 were within the minimum and maximum funding requirements of ERISA.

Note 2 - Summary of Significant Accounting Policies:

Basis of Accounting - The Plan's financial statements have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires Trustees to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions to and deductions in net assets available for benefits during the reporting period. Actual results, as determined at a later date, could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Committee determines the Plan's valuation policies utilizing information provided by its investments advisors, trustees, and insurance company. See Note 6 for a discussion of fair value measurements.

Investment income in Lonza America, Inc. Master Retirement Trust consists of interest income, dividend income and net appreciation of investments. Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Administrative Expenses - The Plan's expenses are paid either by the Plan or the Company, as provided by the plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. Eligible expenses to the extent not reimbursed by the Company, include, but are not limited to, investment managers' fees, actuarial fees, legal fees, and audit fees. In addition, certain investment related expenses are included in net appreciation of fair value of investments presented in the accompanying statements of changes in net assets available for benefits. The Company provides internal accounting and administrative services to the Plan.

Risk and Uncertainties - The assets of the Lonza America Inc. Master Retirement Trust and common collective trusts are primarily investment securities, which are monetary in nature. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

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

The Plan may have investments in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by sub-prime mortgage loans. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies and defaults, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

In 2013, the Company implemented a Lump Sum Window program that enabled all eligible deferred vested participants a one-time opportunity to elect a distribution of their entire benefit out of the Plan in an immediate lump sum or an immediate annuity, regardless of age. Eligible participants are offered this opportunity through a window period that ended on November 15, 2013. If any eligible participant chooses not to elect immediate commencement under the window program, their benefit remains payable under the normal terms of the Plan. Eligible participants include those who terminated employment with the Company (or a Lonza affiliated entity) prior to June 30, 2013 with a vested pension except: 1) those whose accrued pension is less than $5000, 2) those who have a qualified domestic relations order ("QDRO") or pending QDRO related to their pension at the close of the window, 3) those who are already in pay status including those who are eligible for required minimum distributions; 4) participants who are rehired prior to the payment date of the window; and 5) participants who are totally and permanently disabled on or prior to the window date.

THE PENSION PLAN OF ARCH CHEMICALS

NOTES TO FINANCIAL STATEMENTS

Note 3 - Plan Termination:

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan subject to provisions set forth in ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, in the following order:

a) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years prior to the termination date of the Plan, 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 an annuity under the Plan. The amount is further limited to the lowest benefit that would be payable under the Plan provisions in effect at any time during the five years preceding Plan termination.

b) Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) 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 age retirement benefits, early retirement benefits, and certain disability and survivors' 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 PBGC level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of an individual's monthly benefits that the PBGC guarantees, which is adjusted periodically.

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

Note 4 - Tax Status:

The Internal Revenue Service has determined and informed the Company by a letter dated September 5, 2013 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter to adopt qualifying amendments. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements under the IRC.

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 Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Note 5 - Investment in the Lonza America Inc. Master Retirement Trust:

The Plan's investments are in a Master Trust, which was established for the investment of assets of the plan and several other sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by State Street Bank and Trust Company. The value of the Plan's interest in the Lonza America, Inc. Master Retirement Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses.

At December 31, 2013 and 2012, the Plan's interest in the net assets of the Lonza America Inc. Master Retirement Trust was approximately 68% and 69%, respectively. Investment income and administrative expenses relating to the Lonza America Inc. Master Retirement Trust are allocated to the individual participating plans based upon average monthly balances invested by each plan. Those expenses which are specifically identifiable to the Plan are charged in full to the Plan. The Plan's specific interest in the net assets of the Lonza America Inc. Master Retirement Trust is neither senior nor subordinate to the specific interest of the other plans participating in the Lonza America Inc. Master Retirement Trust.

All investment information disclosed in the accompanying financial statements and schedules, including investments held at December 31, 2013 and 2012, and net appreciation in fair value of investments, interest, dividends, and investment expenses for the years ended December 31, 2013 and 2012, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee.

The following table presents the fair value of investments for the Lonza America Inc. Master Retirement Trust as of December 31, 2013 and 2012. Investments that represent 5% or more of the Master Trust's net assets are separately identified in Note 6:

	December 31,	
	2013	2012
Fixed income investments	$ 78,563,722	$ 72,166,844
Mutual funds	245,988,811	244,882,707
Common stock	69,227,652	87,564,067
Common collective trust	89,426,750	94,573,651
Total investments	483,206,935	499,187,269
Receivable for investments sold	27,532,751	109,768
Accrued income	186,630	284,088
Other receivable	14,814	46,118
Total assets	510,941,130	499,627,243
Payable for investments purchased	46,924,419	18,266,360
Net assets available to participating plans	$ 464,016,711	$ 481,360,883
Plan's investment in Lonza America Inc. Master Retirement Trust	$ 317,983,876	$ 334,062,942

THE PENSION PLAN OF ARCH CHEMICALS

NOTES TO FINANCIAL STATEMENTS

Investment income of the Lonza America Inc. Master Retirement Trust for the years ended December 31, 2013 and 2012, certified as complete and accurate by the Trustee is as follows:

	Year Ended December 31,	
	2013	2012
Lonza America Inc. Master Retirement Trust investment income:		
Interest	$ 787,086	$ 1,497,642
Dividends	10,829,152	11,774,328
Loss from pooled funds	(221,890)	(914,691)
Net realized gain	27,653,308	15,302,165
Net unrealized appreciation	19,373,800	28,317,399
Total Lonza America Inc. Master Retirement Trust investment income available to participating plans	$ 58,421,456	$ 55,976,843
Plan's share of investment income in Lonza America Inc. Master Retirement Trust	$ 40,521,952	$ 41,232,902

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

	December 31,	
	2013	2012
Net appreciation in fair value of investments	$ 46,796,591	$ 43,619,564
Dividends and interest income	11,624,865	12,357,279
Net investment income	58,421,456	55,976,843
Employer contributions	4,500,000	1,700,000
Transfer into the Trust	-	313,944,807
Benefits paid to participants	(76,456,045)	(24,937,183)
Administrative expenses	(3,809,583)	(2,953,996)
(Decrease)/ Increase in net assets	$ (17,344,172)	$ 343,730,471
Net assets available for benefits:		
Beginning of year	$ 481,360,883	$ 137,630,412
End of year	$ 464,016,711	$ 481,360,883

See Note 6 for all relevant fair value disclosures related to investment in the Master Trust including valuation methodologies used and leveling within the fair value hierarchy.

Note 6 - Fair Value Measurements:

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

- *Fixed income investments*: Valued at the closing price reported in the active market in which the individual investment is traded.
- *Mutual funds:* Valued at the closing price reported on the active market.
- *Common stock:* Valued at the closing price reported on the related market.
- *Common collective trust:* Valued at net asset value as reported in the audited financial statements by the investment manager based on the fund's underlying assets.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although management 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 PENSION PLAN OF ARCH CHEMICALS

NOTES TO FINANCIAL STATEMENTS

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments at fair value as of December 31, 2013 and 2012, respectively.

Master Trust's Investments at Fair Value as of December 31, 2013

	Level 1	*Level 2*	*Level 3*	*Total*
Fixed income investments:				
Interest bearing cash	$ -	$ 27,023,860	$ -	$ 27,023,860
U.S. government securities	-	51,539,862	-	51,539,862
Total fixed income investments	-	78,563,722	-	78,563,722
Mutual funds:				
International funds	93,111,189	-	-	93,111,189
Institutional funds	98,243,950	-	-	98,243,950
Emerging markets funds	54,633,672	-	-	54,633,672
Total mutual funds	245,988,811	-	-	245,988,811
Common stocks:				
American depositary receipts	18,745,365	-	-	18,745,365
Technology	6,649,966	-	-	6,649,966
Retail	4,820,512	-	-	4,820,512
Finance	7,226,113	-	-	7,226,113
Insurance	6,553,735	-	-	6,553,735
Manufacturing	2,593,493	-	-	2,593,493
Energy	8,069,529	-	-	8,069,529
Entertainment	1,582,161	-	-	1,582,161
Basic materials	2,129,880	-	-	2,129,880
Industrial goods	3,545,284	-	-	3,545,284
Consumer goods	3,478,977	-	-	3,478,977
Service	1,907,123	-	-	1,907,123
Other	1,925,514	-	-	1,925,514
Total common stocks	69,227,652	-	-	69,227,652
Common collective trust	-	89,426,750	-	89,426,750
Total master trust's investments, at fair value	$ 315,216,463	$ 167,990,472	$ -	$ 483,206,935

THE PENSION PLAN OF ARCH CHEMICALS

NOTES TO FINANCIAL STATEMENTS

Master Trust's Investments at Fair Value as of December 31, 2012

	Level 1	*Level 2*	*Level 3*	*Total*
Fixed income investments:				
Interest bearing cash	$ -	$ 21,415,290	$ -	$ 21,415,290
U.S. government securities	-	50,751,554	-	50,751,554
Total fixed income investments	-	72,166,844	-	72,166,844
Mutual funds:				
International funds	83,889,911	-	-	83,889,911
Institutional funds	100,763,083	-	-	100,763,083
Emerging markets funds	60,229,713	-	-	60,229,713
Total mutual funds	244,882,707	-	-	244,882,707
Common stocks:				
American depositary receipts	26,947,038	-	-	26,947,038
Technology	6,649,967	-	-	6,649,967
Retail	6,667,729	-	-	6,667,729
Finance	9,089,135	-	-	9,089,135
Insurance	7,200,849	-	-	7,200,849
Manufacturing	2,736,269	-	-	2,736,269
Energy	7,534,595	-	-	7,534,595
Entertainment	3,615,474	-	-	3,615,474
Basic materials	2,492,334	-	-	2,492,334
Industrial goods	4,615,512	-	-	4,615,512
Consumer goods	3,297,784	-	-	3,297,784
Service	3,729,917	-	-	3,729,917
Other	2,987,464	-	-	2,987,464
Total common stocks	87,564,067	-	-	87,564,067
Common collective trust	-	94,573,651	-	94,573,651
Total master trust's investments, at fair value	$ 332,446,774	$ 166,740,495	$ -	$ 499,187,269

At December 31, 2013 and 2012 the Master Trust had assets and liabilities consisting of receivable for investments sold, accrued income, other receivable, and payable for investments purchased. These assets and liabilities equal or approximate fair value due to the underlying assets being common stocks, U.S. government securities, and interest bearing cash.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended December 31, 2013, there were no significant transfers in or out of levels 1, 2, or 3.

THE PENSION PLAN OF ARCH CHEMICALS

NOTES TO FINANCIAL STATEMENTS

The following table presents the investments that represent 5% or more of the Master Trust's net assets are as follows:

	December 31,	
	2013	2012
*State Street Bank and Trust Short Term Inv Fd	$ 29,579,937	**
S&P Flagship Fund	89,426,750	94,573,651
Artisan International Fund	37,480,193	42,696,518
PIMCO Total Return Fund	52,305,376	52,174,216
Columbia Acorn International	**	26,082,508

* Indicates party-in-interest to the Plan

** Amount did not represent 5% or more of net assets at year end.

Note 7 - Accumulated Plan Benefits:

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be pain to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Except for employees hired on or After 1, 2008, whose benefits are based on the amount accrued in their personal pension accounts, benefits under the Plan are based on employees' highest three years compensation of the last 10 years (whether or not consecutive) of credited service. The accumulated Plan benefits for active employees are based on their average compensation during the three years ending on the date as of which the benefit information is presented (the valuation date). For participants hired on or after April 1, 2008, benefits are based upon 6% of participants' eligible earnings during each quarter that the participants are employed with the Company, adjusted to accrue interest at the prevailing 10-year U.S. Treasury Note rate. 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 up to the valuation date.

The actuarial present value of accumulated Plan benefits is determined by the Plan's consulting actuaries 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 for death, disability, withdrawal, or retirement) between the actuarial valuation date and the expected date of payment.

The actuarial valuation was performed as of January 1, 2013; however, there are no material differences between the values determined as of that date and those presented as of December 31, 2012. The significant actuarial assumptions used in the valuation as of January 1, 2013 were: (a) assumed interest rate of 3.72%; (b) weighted average retirement age of 63; (c) separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA). The projected unit credit method was used to determine contributions to the Plan. These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

NOTES TO FINANCIAL STATEMENTS

Note 8 - Party-in-Interest:

The assets of the Master Trust invested in funds of the Trustee are considered party-in-interest transactions. The Trustee is a party-in-interest as a provider of investment management and custodial services to the trust funds.

Note 9 - Subsequent Event:

The Plan Administrator has evaluated subsequent events through October 9, 2014, the date the financial statements were available to be issued. The effects of those events and transactions that provide additional pertinent information about conditions that existed at the Statements of Net Assets Available for Benefits date have been recognized in the accompanying financial statements.

Effective May 23, 2014 the Plan was amended to close plan entry, to freeze benefit accruals and vest active participants for collectively bargained employees of Local 703 of the United Steel, Paper and Forestry, Rubber Manufacturing, Energy, Allied Industrial and Service Workers International Union (USW), AFL-CIO at Conley, Georgia.

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE H ATTACHMENTS

The required Information is included in the Accountants Opinion attachment

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

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

THE PENSION PLAN OF ARCH CHEMICALS

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

ARCH CHEMICALS, INC.

D Employer Identification Number (EIN)

06-1526315

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

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

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2013

2	Assets:			
	a Market value		**2a**	334,062,942
	b Actuarial value		**2b**	330,772,550
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	804	159,726,091
	b For terminated vested participants	**3b**	1,255	64,421,704
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		7,447,199
	(2) Vested benefits	**3c(2)**		92,460,203
	(3) Total active	**3c(3)**	1,109	99,907,402
	d Total	**3d**	3,168	324,055,197
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	6.71 %
6	Target normal cost		**6**	1,749,064

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

Liana Petruso LP

Signature of actuary

10/15/2014

Date

Liana Petruso

Type or print name of actuary

14-07060

Most recent enrollment number

Towers Watson Pennsylvania Inc.

Firm name

(203) 326-5400

Telephone number (including area code)

263 TRESSER BLVD

STAMFORD CT 06901

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	42,658,071
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	11,501,365
9	Amount remaining (line 7 minus line 8)	0	31,156,706
10	Interest on line 9 using prior year's actual return of 13.36 %		4,162,536
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.04 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	35,319,242

Part III Funding Percentages

14	Funding target attainment percentage	14	91.17 %
15	Adjusted funding target attainment percentage	15	87.36 %
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	94.48 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)		(b) Amount paid by employer(s)		(c) Amount paid by employees
			Totals ▶	18(b)	0	18(c)	0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.23 %	6.51 %	7.16 %	☐ 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	1,749,064
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	28,601,889	7,674,628
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	9,423,692

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	11,768,273	11,768,273

36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	0
43 Excess installment acceleration amount to be carried over to future plan years	43	0

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Arch Chemicals, Inc.
EIN/PN	06-1526315 / 003
Plan Name	The Pension Plan of Arch Chemicals
Valuation Date	January 1, 2013
Enrolled Actuary	Liana Petruso
Enrollment Number	14-07060

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 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.

(1) Assumed Retirement Ages	(2) Probability of Retirement	(3) Probablity of Remaning Active	(4) Proportion Active At BOY	(5) Weighted Retirement Age
55	0.04	0.96	1.00	2.20
56	0.04	0.96	0.96	2.15
57	0.04	0.96	0.92	2.10
58	0.04	0.96	0.88	2.05
59	0.04	0.96	0.85	2.00
60	0.04	0.96	0.82	1.96
61	0.04	0.96	0.78	1.91
62	0.25	0.75	0.75	11.65
63	0.20	0.80	0.56	7.10
64	0.20	0.80	0.45	5.77
65	0.20	0.80	0.36	4.69
66	0.20	0.80	0.29	3.81
67	1.00	0.00	0.23	15.47
Average age at retirement				**62.86**
Rounded for Schedule SB item 22				**63**

Plan Name: The Pension Plan of Arch Chemicals
EIN / PN: 06-1526315 / 003
Plan Sponsor: Arch Chemicals, Inc.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26[1]
Schedule of Active Participant Data as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		1		0		0		0		0		0		0		0		0	
35 - 39	0		0		1		0		0		0		0		0		0		0	
40 - 44	0		2		1		1		2		0		0		0		0		0	
45 - 49	0		2		0		1		1		0		2		0		0		0	
50 - 54	0		0		0		1		1		0		2		2		0		0	
55 - 59	0		0		0		0		0		0		1		1		0		0	
60 - 64	0		0		0		0		0		0		1		0		0		0	
65 - 69	0		0		0		0		0		0		0		0		0		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

[1] Participants not accruing a benefit are excluded from the distribution.

Plan Name: The Pension Plan of Arch Chemicals
EIN / PN: 06-1526315 / 003
Plan Sponsor: Arch Chemicals, Inc.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2013

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2013	16,774,463	7	16,774,463	2,823,237
2	Shortfall	01/01/2012	(32,246,596)	6	(30,554,104)	(5,812,489)
3	Shortfall	01/01/2011	20,882,387	5	15,554,035	3,435,769
4	Shortfall	01/01/2010	42,949,809	4	26,827,495	7,228,111
Total					28,601,889	7,674,628

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

Applicable month	September 2012
Interest rate basis	3-Segment Rates
Apply HATFA for funding	Yes
Aplly HATFA for benefit restrictions	Yes

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
First segment rate	5.23%	1.75%
Second segment rate	6.51%	4.62%
Third segment rate	7.16%	5.72%
Effective interest rate	6.71%	5.01%

Annual rates of increase

- Future Social Security wage bases: 2.50%

Compensation: Rates varying by age (applies to Conley actives only)

Age	Annual Increase*
20	8.50%
25	8.50%
30	7.72%
35	6.12%
40	4.85%
45	3.85%
50	3.05%
55	2.50%
60	2.50%

*Includes inflation of 2.50%

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees

It was assumed there will be no new or rehired employees.

Mortality

Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA)

Disability

Rates varying by age and gender

Representative Disability Rates

Percentage becoming disabled during the year		
Age	Males	Females
20	0.10%	0.10%
25	0.11	0.14
30	0.12	0.17
35	0.15	0.25
40	0.22	0.34
45	0.37	0.50
50	0.68	0.78
55	1.22	1.17
60	1.82	1.48

SCHEDULE SB ATTACHMENTS

Termination

Select rates of 17.5% are used for the first three years of employment. Afterwards, "ultimate" rates varying by age.

Representative Termination Rates

Percentage leaving during the year	
Attained Age	"Ultimate" Rate
20	20.95%
25	22.21
30	14.63
35	10.54
40	8.40
45	7.45
50	6.76
55	2.92
60	2.20
65	2.82
69	3.50

Retirement

Active employees are expected to retire as shown below:

Age	Proportion Electing to retire during the year
55-61	4.00%
62	25.00%
63-66	20.00%
67	100%

The weighted average retirement age is 63.

Terminated vested employees are assumed to retire at 65.

Form of payment

The normal form of payment

Percent married

80% of males and 80% of females are assumed to be married.

Spouse age

Wife three years younger than husband.

Administrative expenses

The amount included for plan related expenses is $1,645,000 determined by taking previous year's actual administrative expenses adjusted for changes in the PBGC premium.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month.

SCHEDULE SB ATTACHMENTS

Methods	
Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year.
Actuarial value of assets for determining minimum required contributions	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings. The average asset value must be within 10% of fair value, including contributions receivable.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. We are not aware of any significant benefits required to be valued, that were not.
Change in assumptions and methods since prior valuation	The following changes in assumptions and methods were made as part of this valuation: • The Enrolled Actuary and the firm providing actuarial services have changed. The new valuation method is substantially the same as used by the prior enrolled actuary, as described in the prior actuarial valuation report. This change receives automatic approval since both the funding target and target normal cost, as well as the actuarial value of plan assets, as determined for the prior plan year by the prior enrolled actuary are within 5% of those values as determined by the current enrolled actuary. • The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012 and the segment interest rate corridors of MAP-21 were applied. • The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements. • The assumed plan-related expenses added to the normal cost were changed from $774,912 for 2012 to $1,645,000 for 2013.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Summary of Plan Provisions

Plan Status: Closed to Non-Union Participants effective November 15, 2011. The plan was amended on August 23, 2012 to freeze benefit accruals, and fully vest, all non-union participants effective November 9, 2012.

Arch Corporate Group

Plan Provisions	
Effective Date	February 8, 1999
Eligibility for participation	Completion of one year of service
Benefits Paid Upon the Following Events	
Normal retirement	
Eligibility	Age 65
Amount	Greater of (i) or (ii): (i) 1.5% of average compensation during highest 3 calendar years in last 10 calendar years multiplied by years of service, less Social Security benefit multiplied by lesser of: (a) ratio of years of service not in excess of 35 to the number 70; or (b) 50% multiplied by ratio of years of service at retirement to years of service projected to age 65. (ii) 1 % of average compensation during highest 3 calendar years in last 10 calendar years multiplied by years of service. Employees hired after March 31, 2008 participate in the Cash Balance Plan.
Early retirement	
Eligibility	Age 55 and 10 years of service and retires from active status. Employees at least age 52 with 7 years of service who are involuntarily terminated are eligible for early retirement at the later of age 55 or the date on which they would have completed 10 years of service.
Amount	Prior to age 62: Immediate benefit equal to accrued benefit multiplied by 72% plus 1/3% multiplied by months elapsed since age 55 On or after age 62: Unreduced accrued benefit payable immediately.
Disability	None

SCHEDULE SB ATTACHMENTS

Vesting benefit	
Eligibility	5 years of service
Amount	Accrued benefit deferred to age 65. Participants with at least 10 years of service can commence an actuarially equivalent reduced benefit as early as age 55. Participants who are involuntarily terminated with at least 7 years of service can commence an actuarially equivalent reduced benefit at age 55 (or the date on which they would have attained 10 years of service, if later).
Spouse's death benefit	
Eligibility	Vested status benefit commences no earlier than earliest retirement date that could have been elected by deceased participant.
Amount	Accrued benefit at time of death, adjusted as if participant had retired on the date that payments to spouse commence under joint and 50% survivorship option, and then died.
Lump sum death benefit	
Eligibility	Death after any type of retirement except deferred vested
Amount	$5,000 ($3,000 for old Beaumont plan)
Normal form of payment	
Single	Life annuity
Married	Reduced 50% joint and survivor annuity
Optional forms of payment	
	Joint and survivor annuity (up to 100%)
	Guaranteed 5 or 10 year period certain and life annuity
	Specified payment and life annuity
	Social Security Level Income option

SCHEDULE SB ATTACHMENTS

Brandenburg / Doe Run

Plan Provisions

Effective Date

February 8, 1999

Eligibility for participation

Immediate upon becoming an eligible collectively bargained employee. Employees first hired after 2010 shall not be eligible to participate.

Service accruals

As of February 28, 2011, participants hired after January 1, 2006, ceased to accrue Benefit Service but will continue to accrue Creditable Service.

Benefits Paid Upon the Following Events

Normal retirement

Eligibility

Age 65

Amount

For pre-1/1/2006 hires: a flat monthly rate based on year of retirement as per the table below multiplied by years of service

A. Year of Retirement	B. Flat Monthly Rate
Prior to 2003	$38.00
2003	$39.00
2004	$42.00
2005	$45.00
2006-2010	$52.50
2011 and later	$60.00

For post-12/31/2005 hires, the flat monthly rate per year of service is $20.00.

Early retirement

Eligibility

Age 55 and 10 years of service and retires from active status.

Employees at least age 52 with 7 years of service who are involuntarily terminated are eligible for early retirement at the later of age 55 or the date on which they would have completed 10 years of service.

Amount

Prior to age 62: Immediate benefit equal to accrued benefit multiplied by 72% plus 1/3% multiplied by months elapsed since age 55

On or after age 62: Unreduced accrued benefit payable immediately.

SCHEDULE SB ATTACHMENTS

Vesting benefit	
Eligibility	5 years of service
Amount	Accrued benefit deferred to age 65. Participants with at least 10 years of service can commence an actuarially equivalent reduced benefit as early as age 55. Participants who are involuntarily terminated with at least 7 years of service can commence an actuarially equivalent reduced benefit at age 55 (or the date on which they would have attained 10 years of service, if later).
Spouse's death benefit	
Eligibility	Vested status benefit commences no earlier than earliest retirement date that could have been elected by deceased participant.
Amount	Accrued allowance at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died.
Lump sum death benefit	
Eligibility	Death after any type of retirement except deferred vested
Amount	$5,000
Normal form of payment	
Single	Life annuity
Married	Reduced 50% joint and survivor annuity
Optional forms of payment	
	Joint and survivor annuity (up to 100%)
	Guaranteed 5 or 10 year period certain and life annuity
	Specified payment and life annuity
	Social Security Level Income option

SCHEDULE SB ATTACHMENTS

Conley Collectively Bargained Group

Plan Provisions	
Effective Date	February 17, 2003
Eligibility for participation	January 1 or July 1 after completing one year of service and after attaining age 21

Benefits Paid Upon the Following Events	
Normal retirement	
Eligibility	Age 65
Amount	Sum of (A) and (B) below: (A) 0.75% (0.70% for benefit commencement dates prior to April 1, 2006) of average three-year final compensation, multiplied by participant's credited service not in excess of 35 years. (B) 0.50% of average three-year final compensation in excess of the participant's Social Security Covered Compensation multiplied by the participant's credited service, not in excess of 35 years.
Early retirement	
Eligibility	Age 55 and 10 years of service
Amount	Accrued benefit reduced by 5/12% per month prior to age 65
Vesting benefit	
Eligibility	5 years of service
Amount	Accrued benefit deferred to age 65. Participants may elect to commence a reduced benefit as early as age 55. Such benefit is reduced 5/12% per month prior to age 65.
Spouse's death benefit	
Eligibility	Vested status benefit commences no earlier than earliest retirement date that could have been elected by deceased participant.
Amount	Accrued benefit at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died.
Normal form of benefit	
Single	Life annuity
Married	Reduced 50% joint and survivor annuity

SCHEDULE SB ATTACHMENTS

Optional forms of payment

Joint and survivor annuity (50%, 75% or 100%)

Guaranteed 5 or 10 year period certain and life annuity

Specified payment and life annuity

Social Security Level Income option

SCHEDULE SB ATTACHMENTS

Hickson Corporate Group

Plan Provisions

Effective Date	October 24, 2003
Eligibility for participation	January 1 or July 1 after completing one year of service and after attaining age 21

Benefits Paid Upon the Following Events

Normal retirement

Age requirement	Age 65
Benefit	Greater of: (A) Hickson Benefit for pre-2003 service, plus Arch Benefit for post-2002 service, or (B) Hickson Benefit for all service Where: The Hickson Benefit is equal to: 0.7% of three-year final average compensation, plus 0.5% of three-year final average compensation in excess of Social Security Benefit, multiplied by credited service not in excess of 35 years and The Arch Benefit is equal to the greater of: (i) 1.5% of average compensation during highest 3 calendar years in last 10 calendar years multiplied by years of service, less Social Security benefit multiplied by lesser of: (a) ratio of years of service not in excess of 35 to the number 70; or (b) 50% multiplied by ratio of years of service at retirement to years of service projected to age 65; and (ii) 1% of three-year final average compensation

Early retirement

Eligibility	Age 55 and 10 years of service
Amount	Accrued benefit as determined for Normal Retirement, reduced as follows: the Hickson portion of the benefit is reduced 5/12% per month prior to age 65; and the Arch portion of the benefit is multiplied by 72%, plus 1/3% for each month elapsed since the participant's age 55.

SCHEDULE SB ATTACHMENTS

Vesting benefit	
Eligibility	5 years of service
Amount	Accrued benefit deferred to age 65. A participant who has at least 10 years of service may elect to commence a reduced benefit as early as age 55. Such benefit is reduced as follows: the Hickson portion of the benefit is reduced 5/12% per month prior to age 65; and the Arch portion of the benefit is the actuarial equivalent of the Arch portion of the normal retirement benefit.
Spouse's death benefit	
Eligibility	Vested status benefit commences no earlier than earliest retirement date that could have been elected by deceased participant.
Amount	Accrued allowance at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died.
Lump sum death benefit	
Eligibility	Death after any type of retirement except deferred vested.
Amount	$5,000
Normal form of payment	
Single	Life annuity
Married	Reduced 50% joint and survivor annuity
Optional forms of payment	
	Joint and survivor annuity (25%, 50%, 75% or 100%)
	Guaranteed 5 or 10 year period certain and life annuity. Guaranteed period shall not exceed the participant's life expectancy at date payments commence.
	Specified payment and life annuity
	Social Security Level Income option

SCHEDULE SB ATTACHMENTS

Avecia

Plan Provisions

Effective Date — Adopted April 3, 2004

Eligibility for participation — January 1 or July 1 following completion of one year service

Benefits Paid Upon the Following Events

Normal retirement

Age requirement — Age 65

Amount

Greater of:

(A) Avecia Benefit for pre-2005 service, plus Arch Benefit for post-2004 service, or

(B) Arch Benefit for all service

Where:

The Avecia Benefit is determined under the applicable schedule as described below:

Benefit Schedule A: The greater of:

(i) 1.2% of Average Compensation times Years of Service

(ii) 1.6% times Years of Service, but not more than 50%, times Average Compensation minus 1.6% times Years of Service, but not more than 50%, times Social Security Benefit.

Benefit Schedule B: The sum of (i) and (ii):

(i) The benefit determined under Benefit Schedule A based on Average Compensation and Years of Service as of April 30, 1998.

(ii) The accumulation for each plan year of the sum of 1.2% of Compensation up to the Breakpoint plus 1.6% of Compensation in excess of the Breakpoint.

Breakpoint: $58,800 for 2004, $58,200 for 2003, $56,800 for 2002, and $53,800 for 2001 as adjusted for inflation as the Social Security Wage Base.

and

The Arch Benefit is equal to the greater of:

(i) 1.5% of average compensation during highest 3 calendar years in last 10 calendar years multiplied by years of service, less Social Security benefit multiplied by lesser of: (a) ratio of years of service not in excess of 35 to the number 70; or (b) 50% multiplied by ratio of years of service at retirement to years of service projected to age 65; and

(ii) 1% of three-year final average compensation

SCHEDULE SB ATTACHMENTS

Early retirement

Eligibility

For Avecia Benefit: Age 50 and age plus years of service equals 70 or more. For Arch Benefit, age 55 and 10 years of service

Benefit for service before January 1, 2005

Benefit Schedule A: Immediate benefit equal to accrued benefit reduced by approximately 4.2% for each year before the date full benefits are available. Full benefits are available at age 62, or as early as age 55 if age plus service totals at least 80.

Benefit Schedule B: Immediate benefit equal to accrued benefit reduced by approximately 6.0% for each year before the date full benefits are available. Full benefits are available at age 62, or as early as age 58 if age plus service totals at least 80.

Benefit for service on or after January 1, 2005

Immediate benefit equal to accrued benefit multiplied by 72% plus 1/3% multiplied by months elapsed since age 55.

Vesting benefit

Eligibility

5 years of service

Amount

Accrued benefit deferred to age 65. The Avecia Benefit can commence as early as age 50 if the sum of age and service is at least 70, in which case that benefit is reduced as follows:

Age	Factor
50	.209
51	.229
52	.251
53	.276
54	.305
55	.337
56	.372
57	.412
58	.457
59	.508
60	.565
61	.630
62	.705
63	.789
64	.887

SCHEDULE SB ATTACHMENTS

	The actuarially reduced Arch Benefit can commence at the same time.
Spouse's death benefit	
Eligibility	Vested status benefit commences no earlier than earliest retirement date that could have been elected by deceased participant.
Amount	Accrued benefit at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died.
Lump sum death benefit	
Eligibility	Death after termination after satisfying 55 and 10 years of service.
Amount	$5,000
Normal form of payment	
Single	Life annuity
Married	Reduced 50% joint and survivor annuity
Optional forms of payment	
	Joint and survivor annuity (up to 100%)
	Guaranteed 5 or 10 period certain and life annuity. Avecia Benefit only: 15, 20, or 25 year period certain and life annuity, in which case the Arch Benefit is a 10 year certain and life. Guaranteed period shall not exceed the participant's life expectancy at date payments commence.
	Specified payment and life annuity.
	Social Security Level Income option.

SCHEDULE SB ATTACHMENTS

Cash Balance Plan

Plan Provisions	
Effective Date	April 1, 2008
Eligibility for participation	Immediate upon becoming an eligible non-collectively bargained employee.
Benefits Paid Upon the Following Events	
Normal retirement	
Age requirement	Age 65
Amount	Balance in Personal Pension Account which grows quarterly with Pay-Based Credits and Interest Credits. Pay-Based Credits equal 6% of compensation for the quarter. The Interest Crediting rate is the annual rate of interest on 10-year Treasuries for the month of November of the prior plan year.
Early retirement	
Eligibility	Age 55
Amount	Balance in Personal Pension Account.
Disability retirement	
Eligibility	3 years of service
Amount	Balance in Personal Pension Account as of early or normal retirement date. Personal Pension Account would continue to grow with Pay-Based Credits and Interest Credits. The Pay-Based Credits would be based on Base Monthly Pay at time of disability.
Vesting benefit	
Eligibility	3 years of service. Can commence after one-year break in service
Amount	Balance in Personal Pension Account.
Death benefit	
Eligibility	3 years of service
Amount	Balance in Personal Pension Account.
Normal form of allowance	Lump sum.
Optional forms of allowance	Single life annuity Joint and survivor annuity – 50%, 75% and 100%

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25
Change in Method

The valuation software used to produce the actuarial information submitted on this schedule is different than used for the previous valuation due to a change in both the enrolled actuary for the plan and the business organization providing actuarial services to the plan, and such change in software may be considered to be a method change. The new method is substantially the same as the method used by the prior enrolled actuary and is consistent with the description of the method contained in the prior actuarial valuation report and Schedule SB of Form 5500 (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations). The funding target and target normal cost (without regard to any adjustments for employee contributions and plan-related expenses), as determined for the prior plan year by the new enrolled actuary (using the actuarial assumptions of the prior enrolled actuary and disregarding the effects of any changes that are automatically approved under final IRC 430 regulations) are both within 5% of those values as determined by the prior enrolled actuary. Therefore the change in funding method receives automatic approval under IRS Announcement 2010-3.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 15
Reconciliation of differences between valuation results and amounts used to calculate AFTAP
as of January 1, 2013

The AFTAP reported on line 15 was certified on September 30, 2013, and did not reflect the extension of the MAP-21 interest rate corridors under HATFA. The 3 segment rates reflecting the interest rate corridors of MAP-21 (prior to HATFA) used for the AFTAP were as follows:

- Applicable month — September 2012
- First segment rate — 4.94%
- Second segment rate — 6.15%
- Third segment rate — 6.76%

The AFTAP was based on a funding target of $338,177,341.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Change in Actuarial Assumptions

The assumed plan-related expenses added to the normal cost were changed from $774,912 for 2012 to $1,645,000 for 2013. Determined by taking the previous years's actual administrative expenses, adjusted for changes in the PBGC premium.