

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

Part II	Basic Plan Information—enter all requested information										
1a Name of plan KENNECOTT CORPORATION PENSION PLAN FOR HOURLY EMPLOYEES	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">202</td> </tr> <tr> <td colspan="2">1c Effective date of plan 06/30/1989</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 13-3108078</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 801-204-2559</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 212200</td> </tr> </table>	1b Three-digit plan number (PN) ▶	202	1c Effective date of plan 06/30/1989		2b Employer Identification Number (EIN) 13-3108078		2c Sponsor's telephone number 801-204-2559		2d Business code (see instructions) 212200	
1b Three-digit plan number (PN) ▶	202										
1c Effective date of plan 06/30/1989											
2b Employer Identification Number (EIN) 13-3108078											
2c Sponsor's telephone number 801-204-2559											
2d Business code (see instructions) 212200											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) KENNECOTT UTAH COPPER LLC 4700 DAYBREAK PARKWAY SOUTH JORDAN, UT 84095											

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	3802
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	1486
b Retired or separated participants receiving benefits		6b	1557
c Other retired or separated participants entitled to future benefits		6c	499
d Subtotal. Add lines 6a , 6b , and 6c		6d	3542
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	256
f Total. Add lines 6d and 6e		6f	3798
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	40
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

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

A Name of plan <u>KENNECOTT CORPORATION PENSION PLAN FOR HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>202</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>KENNECOTT UTAH COPPER LLC</u>	D Employer Identification Number (EIN) <u>13-3108078</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>268437711</u>
b Actuarial value	2b <u>256260456</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1660</u> <u>180524025</u>
b For terminated vested participants.....	3b <u>473</u> <u>13437411</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>3616702</u>
(2) Vested benefits	3c(2) <u>52050823</u>
(3) Total active.....	3c(3) <u>1669</u> <u>55667525</u>
d Total.....	3d <u>3802</u> <u>249628961</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.63 %</u>
6 Target normal cost	6 <u>3583127</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/26/2014</u>
	Signature of actuary	Date
<u>SCOTT FULLERTON</u>	Type or print name of actuary	<u>14-06486</u>
		Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	Firm name	<u>847-295-5000</u>
		Telephone number (including area code)
<u>4 OVERLOOK POINT</u> <u>LINCOLNSHIRE, IL 60069</u>	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	4003693
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	4003693
10 Interest on line 9 using prior year's actual return of <u>16.50</u> %		660609
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.96</u> % except as otherwise provided (see instructions)		
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	4664302

Part III Funding Percentages		
14 Funding target attainment percentage	14	100.78 %
15 Adjusted funding target attainment percentage	15	102.65 %
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	104.07 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16%	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
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	3583127	
b Excess assets, if applicable, but not greater than line 31a	31b	1967193	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1615934	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	1615934	1615934
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>KENNECOTT CORPORATION PENSION PLAN FOR HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>202</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KENNECOTT UTAH COPPER LLC</u>	D Employer Identification Number (EIN) <u>13-3108078</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
		(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)	<u>268437711</u>	<u>279000385</u>
(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)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	268437711	279000385

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	268437711	279000385
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Part II Income and Expense Statement

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

Income

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		29549080
(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		29549080

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18986406	
(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)		18986406
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total	2j		18986406

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		10562674
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: MCGLADREY LLP

(2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>KENNECOTT CORPORATION PENSION PLAN FOR HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>202</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KENNECOTT UTAH COPPER LLC</u>	D Employer Identification Number (EIN) <u>13-3108078</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3581074</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>1</u>

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

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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: 50% Investment-Grade Debt: 40% High-Yield Debt: _____% Real Estate: 5% Other: 5%

- 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):

Kennecott Corporation Pension Plan for Hourly Employees

Financial Report
December 31, 2013

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Independent Auditor's Report

To the Rio Tinto America Benefit Governance Committee
Kennecott Corporation Pension Plan for Hourly Employees
South Jordan, Utah

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Kennecott Corporation Pension Plan for Hourly Employees (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, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified or provided by State Street Bank and Trust Company, the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan Administrator by the trustee is correct and complete to the best of their knowledge and belief.

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 the DOL's Rules and Regulations

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

McGladrey LLP

Rockford, Illinois
October 14, 2014

Kennecott Corporation Pension Plan for Hourly Employees

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

	2013	2012
Investments, at fair value (Notes 4, 5 and 7):		
Plan interest in Rio Tinto America Master Retirement Trust	\$ 279,000,385	\$ 268,437,711
Employer contributions receivable	-	-
Net assets available for benefits	\$ 279,000,385	\$ 268,437,711

See Notes to Financial Statements.

Kennecott Corporation Pension Plan for Hourly Employees

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

	2013	2012
Additions:		
Investment results (Notes 4 and 5):		
Plan interest in the Rio Tinto America Master Retirement Trust investment income	\$ 31,143,411	\$ 39,645,695
Total additions	31,143,411	39,645,695
Deductions:		
Benefits paid to participants and beneficiaries	18,986,406	17,620,382
Administrative expenses	1,594,331	1,186,245
Total deductions	20,580,737	18,806,627
Net increase	10,562,674	20,839,068
Net assets available for benefits:		
Beginning of year	268,437,711	247,598,643
End of year	<u>\$ 279,000,385</u>	<u>\$ 268,437,711</u>

See Notes to Financial Statements

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 1. Description of the Plan

The following brief description of Kennecott Corporation Pension Plan for Hourly Employees (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General: The Plan was established by Kennecott Corporation, which is now known as Kennecott Utah Copper LLC. The Plan is a defined benefit pension plan covering all eligible hourly employees who are represented by or included in a collective bargaining unit of Kennecott Utah Copper LLC and its affiliates (the Companies), as defined in the plan document. Employees begin participating in the Plan upon employment. The Companies are subsidiaries of Rio Tinto America, Inc. (the Company or Employer), which is an indirect, wholly owned subsidiary of Rio Tinto plc (the Parent). The Plan is intended to be a qualified retirement plan under the Internal Revenue Code (IRC) and is subject to the provisions of ERISA. The Company has appointed State Street Bank and Trust Company (State Street) to be the trustee and invest and manage the assets of the Plan. The Plan is administered by the Rio Tinto America Benefit Governance Committee.

The Plan is part of the Rio Tinto America Master Retirement Trust (Master Trust), whose assets are held with State Street, which was created to hold the qualified defined benefit investment assets of the Plan and other plans sponsored by the Company and related companies.

Pension benefits: Participants are eligible for monthly benefit payments upon reaching regular retirement age. Pension payments are calculated using years of service. Participants retiring in years 2010 through 2012 receive \$42 a month per year of service; participants retiring between the years 2013 and 2015 receive \$44 a month per year of service; and participants retiring after 2015 receive \$47 a month per year of service. For participants that retire early, a reduced retirement benefit will be received.

A reduced early retirement benefit is available after attainment of age 60 and completion of 10 years of continuous service. Participants will receive a lump-sum distribution in the event that the actuarial present value of the participant's entire vested benefit is \$1,000 or less. The basic forms of retirement benefits available under the Plan are a lump-sum benefit, a monthly life annuity or, for a married participant, a qualified joint and survivor annuity. A participant vests fully in retirement benefits upon reaching normal retirement or upon termination of the Plan. Normal retirement is the earlier of five years of continuous service, as defined, and attaining age 65, or attaining age 70 while still employed by the Company.

Information regarding the vesting and benefit provisions of the Plan is contained in the Summary Plan Description. Copies of this booklet are available from the human resources department of the Company.

Termination of the Plan: Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

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

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under the plan provisions in effect at any time during the five years preceding plan termination.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 1. Description of the Plan (Continued)

- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
- c. All other vested benefits (that is, vested benefits not insured by the PBGC).
- d. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal 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 level in effect on the date of the Plan's termination.

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

Note 2. Summary of Significant Accounting Policies

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

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

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

Risks and uncertainties: The Master Trust invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect the amounts reported in the 2013 statement of net assets available for benefits.

The Master Trust invests in securities with contractual cash flows, such as credit default and interest rate swaps. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, delinquencies and/or defaults, and may be adversely affected by a shift in the market's perception of the issuers and changes in interest rates.

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 Rio Tinto America Inc. Pension Investment Committee determines the Plan's valuation policies, utilizing information provided by the investment advisors and trustee. See Note 7 for a discussion of fair value measurements.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Purchases and sales of investments are recorded on a trade-date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Valuation of investment in Master Trust: The Master Trust is a multiple-plan trust, ownership of which is divided among the plans based on allocated units of participation. Each participation unit has a value equal to the total fair value of the Master Trust's net assets divided by the total participation units outstanding. State Street is the trustee of the Master Trust.

The Plan has an undivided interest in the Master Trust's underlying investments. The Plan's investment in the Master Trust is stated at fair value. The Plan's interest in the Master Trust is based on the beginning-of-year value of the Plan's interest in the Master Trust, plus actual contributions and allocated investment income (loss), less actual distributions and actual and allocated administrative expenses. The net investment income (loss) and administrative expenses attributable to the Master Trust that are not plan-specific are allocated by the trustee to the Plan based on the Plan's pro rata share of each of the underlying assets of the Master Trust on a monthly basis. The Plan presents in the statements of changes in net assets available for benefits its interest in the net investment income or loss of the Master Trust, which consists of the realized gains or losses, unrealized appreciation or depreciation, interest, and dividends of the Master Trust's investments.

Funding policy: The Company contributes to the Plan at such times and in such amounts as considered necessary so that contributions are sufficient to provide benefits as actuarially calculated under the terms of the Plan. The Company's current funding policy is to fund the Plan to a level of approximately 91 percent, taking into account the 25-year smoothing of interest rates introduced by the Moving Ahead for Progress in the 21st Century Act (MAP-21). Contributions to the Plan are designed to fund at least the minimum required contributions as specified by ERISA and determined under IRC section 430(a). The minimum contribution is determined as of the beginning of the plan year, and all contributions are discounted at the effective interest rate from the date funded to the beginning of the plan year. The Company may elect to use all or a portion of any funding standard carryover balance or prefunding balance to offset the minimum required contribution for a plan year if the Plan's eligibility ratio for the prior plan year is at least 80 percent. The Plan has currently met all minimum funding requirements as required. Under this method, no contributions were required to be made or were made in 2013 or 2012.

Payment of benefits: Benefits are recorded when paid by the Plan.

Administrative expenses: The Company pays a portion of the costs and expenses incurred in administering the Plan, with the Plan paying the remaining costs and expenses. The Company provides accounting and other services for the Plan at no cost to the Plan. Expenses that are paid directly by the Company are excluded from these financial statements, unless reimbursed by the Plan.

Tax status: The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated April 2, 2014, that the Plan and related trust are designed in accordance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Administrator has evaluated the Plan's tax positions and concluded that the Plan had taken no uncertain tax positions that would require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2010.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Pension Protection Act: The Pension Protection Act of 2006 (PPA), as amended by the Worker, Retiree and Employer Recovery Act of 2008 (WRERA), imposes certain benefit restrictions for qualified defined benefit plans that do not meet certain funding thresholds. The "At-Risk" status is referred to as the Funding Target Attainment Percentage (FTAP). A plan's funded percentage is referred to as the Adjusted Funding Target Attainment Percentage (AFTAP). The 2013 AFTAP for the Plan is approximately 97 percent. Because the Plan's AFTAP equals or exceeds 80 percent, the Plan is not subject to any benefit restrictions.

Recent accounting pronouncements: In 2012, the Financial Accounting Standards Board (FASB) issued ASU 2012-04, *Technical Corrections and Improvements*, which includes technical corrections and improvements related to fair value measurements, which the Plan or the Master Trust have not yet fully adopted, as the effective date is for fiscal periods beginning after December 15, 2013. The Plan Administrator does not anticipate that the adoption of ASU 2012-04 will have a material effect on the Plan's financial statements.

Subsequent events: The Plan Administrator evaluated subsequent events and transactions through October 14, 2014, the date on which the financial statements were available to be issued.

Note 3. Actuarial Present Value of 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 services employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees with vested rights or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. 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 prior to the valuation date.

The actuarial present value of accumulated plan benefits was calculated by consulting actuaries and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected future payment dates.

The actuarial valuation was done by using the beginning-of-the-year method. Therefore, the accumulated plan benefits as of December 31, 2012, are presented from information provided by the actuary as of January 1, 2013. There has been no significant change in the Plan's provisions or coverage from December 31, 2012, to January 1, 2013 except for the increase in retirement benefits from \$42 to \$44 a month per year of service for participants retiring in 2013 or later. This amendment was effective January 1, 2013 and resulted in an increase in accumulated plan benefits from December 31, 2012 to January 1, 2013 of approximately \$2,635,000. The accumulated plan benefits related to this amendment are not reflected in the accumulated plan benefits as of December 31, 2012.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 3. Actuarial Present Value of Accumulated Plan Benefits (Continued)

The more significant assumptions underlying the actuarial computations as of December 31, 2012, are as follows:

Investment return	6.90% per annum
Mortality table used	UP94 with generational mortality projected by Scale AA weighted 105% for males and 135% for females
Retirement rates and average retirement age	Rates increasing from 1% to 100% between ages 50 and 70 for all active participants; age 63 for terminated vested participants

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

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

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefits	\$ 173,665,998
Other participants	61,383,329
	<u>235,049,327</u>

Nonvested benefits 4,041,018

Total actuarial present value of accumulated plan benefits, at December 31, 2012 \$ 239,090,345

Below is a summary of significant changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2012:

Actuarial present value of accumulated plan benefits, at beginning of year	<u>\$ 271,242,352</u>
Increase (decrease) during the year attributable to:	
Benefits paid	(17,620,382)
Interest accumulation	14,702,921
Change in actuarial assumptions*	(32,002,276)
Benefits accumulated and experience gains and losses	2,767,730
Net decrease	<u>(32,152,007)</u>
Actuarial present value of accumulated plan benefits, at end of year	<u><u>\$ 239,090,345</u></u>

*The most significant change in actuarial assumptions was the increase in investment return from 5.60 percent in 2011 to 6.90 percent in 2012, which resulted in a large decrease in the actuarial present value of accumulated plan benefits.

The present value of accrued and vested benefits is calculated on an ongoing plan basis and does not represent the amount required in the event of plan termination.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 4. Information Certified or Provided by State Street

The following is a summary of the Plan's asset information as of December 31, 2013 and 2012, and for the years then ended, included throughout the Plan's financial statements, which were prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that the information provided to the Plan Administrator by the trustee related to the following assets is correct and complete to the best of their knowledge and belief. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information that appears throughout the financial statements related to the following assets:

	December 31	
	2013	2012
Investments:		
Plan's interest in Rio Tinto America Master Retirement Trust	\$ 277,734,655	\$ 267,825,996

State Street also certified to the best of their knowledge and belief the correctness and completeness of investment results of the Plan's interest in the Master Trust for the years ended December 31, 2013 and 2012, as follows:

	Years Ended December 31	
	2013	2012
Investment results:		
Rio Tinto America Master Retirement Trust	\$ 30,489,396	\$ 38,820,817

The Plan's interest in and the investment results of the Rio Tinto America Master Retirement Trust as presented above do not reflect an increase in the value of partnerships/joint ventures investment or income attributable to an adjustment made subsequent to the dates of certifications by State Street.

Note 5. Interest in Master Trust

The Plan participates in the Master Trust as permitted by the plan agreement. The Plan has an undivided interest of 15.9 percent and 14.8 percent in the net assets of the Master Trust as of December 31, 2013 and 2012, respectively.

The Master Trust financial information disclosed below and in Notes 6 and 7 represents 100 percent of the Master Trust net assets and the related changes in net assets in which the Plan has an undivided interest as of and for the years ended December 31, 2013 and 2012.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 5. Interest in Master Trust (Continued)

Master Trust: The net assets of the Master Trust as of December 31, 2013 and 2012, are as follows:

	Unaudited	
	2013	2012
Assets:		
Cash	\$ 1,150,506	\$ 6,993,144
Investments, at fair value:		
Fixed-income securities	688,099,752	713,213,409
Common collective trusts	521,229,367	661,513,838
Common stocks	276,777,650	229,821,021
Partnerships/joint ventures	211,546,350	167,697,803
Interest-bearing cash and cash equivalents	63,058,357	36,138,140
Registered investment companies	-	8,967,530
Loans secured by mortgages	3,278,170	5,031,140
Preferred stocks	3,666,664	2,632,323
Cash collateral	1,343,000	748,000
	<u>1,768,999,310</u>	<u>1,825,763,204</u>
Receivables:		
Interest receivable	7,655,561	7,362,850
Due from broker	8,507,716	9,383,113
Dividends receivable	1,427,918	145,300
Other	413,276	361,359
	<u>18,004,471</u>	<u>17,252,622</u>
Total assets	<u>1,788,154,287</u>	<u>1,850,008,970</u>
Liabilities:		
Due to broker	32,719,973	32,319,564
Other	302,386	450,555
	<u>33,022,359</u>	<u>32,770,119</u>
Net assets	<u>\$ 1,755,131,928</u>	<u>\$ 1,817,238,851</u>

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 5. Interest in Master Trust (Continued)

The changes in the net assets and investment results of the Master Trust for the years ended December 31, 2013 and 2012, are summarized as follows:

	Unaudited	
	2013	2012
Investment results:		
Net appreciation (depreciation):		
Common collective trusts	\$ 116,965,467	\$ 102,203,521
Fixed-income securities	(64,776,818)	58,710,066
Common stocks	81,235,152	40,744,304
Partnerships/joint ventures	24,610,106	11,373,744
Registered investment companies	356,107	3,130,788
Loans secured by mortgages	(17,717)	420,370
Preferred stocks	(106,071)	266,794
Other	(2,565,575)	1,985,764
	155,700,651	218,835,351
Interest	44,392,129	43,692,707
Dividends	3,253,594	4,268,257
Currency gain/loss and other	208,406	474,607
	203,554,780	267,270,922
Administrative expenses	(9,107,814)	(7,455,366)
Net investment results	194,446,966	259,815,556
Net purchases (redemptions)	(180,701,560)	(88,339,852)
Transfer to former Master Trust participating plans	(75,852,329)	-
Net change in net assets	\$ (62,106,923)	\$ 171,475,704

Assets of the Sebree Hourly Pension Plan were transferred out of the Master Trust and into a successor custodian in August 2013.

Note 6. Investments

The following table presents the fair values of investments that represent 5 percent or more of the Master Trust's net assets as of December 31, 2013 and 2012:

	2013	2012
Investments at fair value:		
Common collective trusts:		
PIMCO Long Duration Corporate Bond Portfolio	\$ 135,171,785	\$ 153,790,187
State Street Global Advisors Russell 1000 Index Fund	145,226,181	136,050,016
MFS Institutional International Equity Fund	102,158,067	124,353,150
The Sprucegrove US International Pooled Fund	107,690,427	123,663,444
Pyramis Select International Equity Fund	94,367,597	103,025,729

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 7. Fair Value Measurements

Accounting guidance 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 are described below:

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 market 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; and 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's 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Fixed-income securities: Fixed-income securities consist of U.S. and foreign government securities and corporate and other obligations. These securities are valued based on pricing matrices or models from pricing vendors used by the trustee. Commingled funds are valued based on the net asset value (NAV) of units held at year-end as provided by the fund administrator.

Common collective trusts: The common collective trusts are valued based on the NAV of units held at year-end as provided by the fund administrator. Generally, under ordinary market conditions, all common collective trust positions provide daily market liquidity to the Master Trust. Certain Master Trust-directed withdrawals may be subject to market value adjustments calculated in accordance with the provisions of the investment contracts.

Common and preferred stocks: Common and preferred stocks are valued based on the last sales price on the primary exchange.

Partnerships/joint ventures: Partnerships/joint ventures are valued based on the estimated fair value of the participation owned by the Master Trust as determined by the general partner or investment manager of the respective partnership. The NAV of the partnerships/joint ventures is based on the fair value of the underlying investments. The valuation inputs are derived primarily from audited financial statements and other financial data. Partnerships/joint ventures include 13 private equity fund of funds limited partnerships that invest in private equity, both domestically and internationally. These investments are considered illiquid and are meant to be held for the life of the funds but, if necessary, sales can be arranged through the secondary market. Distributions are received through the liquidation of the underlying assets of the funds. It is estimated that the underlying assets will be liquidated over the next eight years. Unfunded commitments of the Master Trust approximate \$93.3 million for these 13 funds.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 7. Fair Value Measurements (Continued)

Partnerships/joint ventures also include six investments in domestic and international real estate fund limited partnerships. The fair value of these investments is estimated using the NAV of the Master Trust's ownership interest in partners' capital. The valuation inputs of these investments are derived from third-party appraisals. These investments are considered illiquid, but sales can be arranged on the secondary market. Distributions from each fund are received as income is generated through the investments and as the underlying assets of the funds are liquidated over the next eight years. Unfunded commitments of the Master Trust approximate \$43.2 million for these six investments.

Interest-bearing cash and cash equivalents: Interest-bearing cash and cash equivalents are valued based on cost, including the effects of foreign currency, which approximates fair value.

Registered investment companies: Registered investment companies are valued based on the last sales price on the primary exchange.

Loans secured by mortgages: Loans secured by mortgages are valued on the basis of their principal and interest payments discounted at prevailing interest rates for similar investments.

Credit default and interest rate swaps: Credit default and interest rate swaps are valued based on pricing matrices or models from pricing vendors used by the trustee. The net position is included with fixed-income securities-corporate bonds for purposes of the fair value measurement disclosures. See Note 9 for additional disclosures.

The following tables set forth by level within the fair value hierarchy the Master Trust's fair value measurements as of December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Fixed-income investments:				
U.S. government securities	\$ -	\$ 88,236,220	\$ -	\$ 88,236,220
Commingled funds	-	144,394,609	-	144,394,609
Foreign government securities	-	99,172,682	-	99,172,682
Corporate bonds	-	356,296,241	-	356,296,241
Common collective trusts:				
Domestic	-	145,226,182	-	145,226,182
International	-	376,003,185	-	376,003,185
Common stocks:				
U.S. large cap	141,064,642	-	-	141,064,642
U.S. mid cap	76,116,885	-	-	76,116,885
U.S. small cap	59,596,123	-	-	59,596,123
Partnerships/joint ventures:				
Real estate	-	-	112,961,430	112,961,430
Private equity	-	-	98,584,920	98,584,920
Interest-bearing cash and cash equivalents	-	63,058,357	-	63,058,357
Loans secured by mortgages	-	3,278,170	-	3,278,170
Preferred stocks	-	3,666,664	-	3,666,664
Cash collateral	-	1,343,000	-	1,343,000
Total investment assets at fair value	\$ 276,777,650	\$ 1,280,675,310	\$ 211,546,350	\$ 1,768,999,310

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 7. Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Fixed-income investments:				
U.S. government securities	\$ -	\$ 90,422,384	\$ -	\$ 90,422,384
Commingled funds	-	158,426,224	-	158,426,224
Foreign government securities	-	116,094,770	-	116,094,770
Corporate bonds	-	348,270,031	-	348,270,031
Common collective trusts:				
Domestic	-	221,165,923	-	221,165,923
International	-	440,347,915	-	440,347,915
Common stocks:				
U.S. large cap	124,561,050	-	-	124,561,050
U.S. mid cap	97,246,554	-	-	97,246,554
U.S. small cap	8,013,417	-	-	8,013,417
Partnerships/joint ventures:				
Real estate	-	-	89,972,170	89,972,170
Private equity	-	-	77,725,633	77,725,633
Interest-bearing cash and cash equivalents	-	36,138,140	-	36,138,140
Registered investment companies	8,967,530	-	-	8,967,530
Loans secured by mortgages	-	5,031,140	-	5,031,140
Preferred stocks	-	2,632,323	-	2,632,323
Cash collateral	-	748,000	-	748,000
Total investment assets at fair value	\$ 238,788,551	\$ 1,419,276,850	\$ 167,697,803	\$ 1,825,763,204

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

	Level 3 Assets	
	Partnerships/Joint Ventures	
	2013	2012
Balance, at beginning of year	\$ 167,697,803	\$ 124,538,963
Realized losses	(4,266,727)	(2,272,683)
Unrealized gains relating to instruments still held at the reporting date	28,875,915	13,646,427
Sales	(85,017,036)	(21,151,483)
Purchases	104,256,395	52,936,579
Balance, at end of year	\$ 211,546,350	\$ 167,697,803

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Master Trust 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.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 7. Fair Value Measurements (Continued)

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. The Master Trust evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets. For the years ended December 31, 2013 and 2012, there were no transfers in or out of Level 3.

The Master Trust follows guidance on how entities should estimate fair value of certain alternative investments. The fair value of investments within the scope of the guidance can be determined using NAV per share as a practical expedient, when fair value is not readily determinable; unless it is probable the investment will be sold at something other than NAV. All investments of the Master Trust classified in Level 3 utilize NAV per share as a practical expedient to estimating fair value.

The following tables include categories of investments within the Master Trust where NAV is available as a practical expedient as of December 31, 2013 and 2012:

		2013			
		Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Asset category:					
Fixed-income investments:					
Commingled funds (e)	\$	144,394,609	\$ -	Immediate	None
Common collective trusts:					
Domestic (a)		145,226,182	-	Immediate	None
International (b)		376,003,185	-	Immediate	None
Partnerships/joint ventures:					
Real estate (c)		112,961,430	43,173,282	Varies	Varies
Private equity (d)		98,584,920	93,290,443	Varies	Varies
	\$	<u>877,170,326</u>	\$ <u>136,463,725</u>		
		2012			
		Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Asset category:					
Fixed-income investments:					
Commingled funds (e)	\$	158,426,224	\$ -	Immediate	None
Common collective trusts:					
Domestic (a)		221,165,923	-	Immediate	None
International (b)		440,347,915	-	Immediate	None
Partnerships/joint ventures:					
Real estate (c)		89,972,170	36,149,800	Varies	Varies
Private equity (d)		77,725,633	104,948,600	Varies	Varies
	\$	<u>987,637,865</u>	\$ <u>141,098,400</u>		

(a) Domestic—The objective of the funds is to seek income and capital appreciation by investing in a portfolio of U.S. corporate fixed-income investments and collective investment funds.

(b) International—The objective of the funds is to seek capital appreciation by investing in international companies.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 7. Fair Value Measurements (Continued)

- (c) Real estate—The objective of these investments is to achieve capital appreciation and current income principally by means of investing in real estate.
- (d) Private equity—The objective of these investments is to achieve long-term capital appreciation primarily by investing in private equity funds.
- (e) Commingled funds—The objective of these investments is to seek current income and total return by investing in a diversified portfolio of fixed-income investments of varying maturities.

Note 8. Party-in-Interest Transactions

The Master Trust invests in the following investments managed by the trustee or affiliated companies that qualify as party-in-interest transactions:

	December 31	
	2013	2012
State Street Global Advisors Russell 1000 Index Fund	\$ 145,226,181	\$ 136,050,016
Russell 1000 Growth Fund	-	85,115,887
State Street Bank & Trust Co. Short Term Investment Fund	60,628,360	34,211,285
AXA Secondary Fund V	13,877,591	9,118,054
AXA Capital Europe	8,979,771	7,620,594
AXA Capital America LP	5,878,743	5,541,067
AXA Private Equity Fund II	1,569,630	2,064,374
AXA Early Secondary Fund V	1,007,616	-

These transactions are not, however, considered prohibited transactions under Section 408(b) of the ERISA regulations.

Fees paid by the Master Trust for administrative expenses to the trustee and affiliated companies amounted to approximately \$568,000 and \$810,000 for the years ended December 31, 2013 and 2012, respectively. Certain administrative functions are performed by officers or employees of the Company, for which no compensation is received from the Plan.

Note 9. Derivative Financial Instruments

As of December 31, 2013, a fixed-income manager of the Master Trust utilizes derivative financial instruments consisting of credit default and interest rate swaps. This manager uses these financial instruments to manage exposure to interest rate and credit risks and to achieve the overall desired duration under the Master Trust's fixed-income mandate.

Credit default swap agreements involve one party (referred to as the buyer of protection) making a stream of payments to another party (the seller of protection) in exchange for the right to receive a specified return in the event of a default or other credit event for the referenced entity, obligation or index. As a seller of protection on credit default swap agreements, the Master Trust will generally receive from the buyer of protection a fixed rate of income throughout the term of the swap, provided that there is no credit event.

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 9. Derivative Financial Instruments (Continued)

If a credit event occurs, as defined under the terms of that particular swap agreement, the Master Trust will either (i) pay to the buyer of protection an amount equal to the notional amount of the swap and take delivery of the referenced obligation, other deliverable obligation or underlying securities comprising the referenced index or (ii) pay a net settlement in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index.

The maximum potential amount of future payments (undiscounted) that the Master Trust as a seller of protection could be required to make under a credit default swap agreement would be an amount equal to the notional amount of the agreement. Notional amounts of all credit default swap agreements outstanding as of December 31, 2013 and 2012, for which the Master Trust is a seller of protection, are disclosed below. These potential amounts would be partially offset by any recovery values of the respective referenced obligations, up-front payments received upon entering into the agreement, or net amounts received from the settlement of buy protection credit default swap agreements entered into by the Master Trust for the same referenced entity or entities.

Interest rate swap agreements involve the exchange by the Master Trust with a counterparty of their respective commitments to pay or receive interest, e.g., an exchange of floating-rate payments for fixed-rate payments, with respect to the notional amount of principal. These swaps are used to adjust interest rate and yield curve exposure and substitute for physical securities. Long swap positions ("received fixed") increase exposure to long-term interest rates; short positions ("pay fixed") decrease exposure. Notional amounts of all interest rate swap agreements outstanding as of December 31, 2013 and 2012, are disclosed below.

The notional values summarized below provide an indication of the extent of the Plan's involvement in such instruments. Notional amounts of derivative financial instruments do not necessarily represent amounts exchanged by parties and, therefore, are not a direct measure of the Plan's exposure from its use of derivatives. The net liability position of approximately \$189,000 and net asset position of approximately \$684,000 as of December 31, 2013 and 2012, respectively, is included in fixed income-corporate bonds for purposes of the fair value measurement disclosures in Note 7.

December 31, 2013					
	Notional/Par Value	Cost	Current Fair Value	Coupon Rate	Maturity
Credit default swaps:					
Indices	\$ (31,300,000)	\$ 124,786	\$ 632,991	1.00%	December 20, 2017 to December 20, 2018
Companies	11,550,000	(178,525)	199,217	1.00% to 5.00%	March 20, 2015 to December 20, 2018
Countries:					
United Kingdom	3,100,000	69,798	92,337	1.00%	September 20, 2017
Mexico	2,100,000	129,632	25,161	1.00%	December 20, 2016 to December 20, 2018
Brazil	4,000,000	(110,956)	(42,290)	1.00%	December 20, 2016 to December 20, 2018
Other	2,200,000	(68,969)	(26,978)	1.00%	December 20, 2016 to December 20, 2018
	<u>\$ (8,350,000)</u>	<u>\$ (34,234)</u>	<u>\$ 880,438</u>		
Interest rate swaps:					
Australia	\$ 2,800,000	\$ (18,559)	\$ (819)	4.00%	June 18, 2019
Brazil	15,400,000	(15,636)	(397,047)	8.20% to 12.26%	January 2, 2017
Japan	(267,700,000)	(17,691)	(24,174)	1.00%	September 18, 2023
Mexico	58,200,000	7,239	118,579	5.60%	September 6, 2016
United States	32,400,000	4,760	(720,875)	0.95% to 2.90%	September 16, 2016 to May 1, 2043
Other	(2,700,000)	25,356	(45,274)	2.25% to 3.00%	March 19, 2014
	<u>\$ (161,600,000)</u>	<u>\$ (14,531)</u>	<u>\$ (1,069,610)</u>		

Kennecott Corporation Pension Plan for Hourly Employees

Notes to Financial Statements

Note 9. Derivative Financial Instruments (Continued)

	December 31, 2012				
	Notional/Par Value	Cost	Current Fair Value	Coupon Rate	Maturity
Credit default swaps:					
Indices	\$ 122,400,000	\$ 117,844	\$ 247,542	1.00%	June 20, 2017 to December 20, 2017
Companies	16,100,000	(169,697)	(100,517)	1.00%	December 20, 2015 to December 20, 2017
Countries:					
United Kingdom	3,100,000	69,798	91,989	1.00%	September 20, 2017
China	3,500,000	(29,008)	67,825	1.00%	September 20, 2017
Mexico	4,000,000	(105,221)	39,360	1.00%	December 20, 2016
Brazil	4,700,000	(129,147)	25,760	1.00%	December 20, 2016
Russia	2,000,000	(104,699)	(21,384)	1.00%	September 20, 2017
	<u>\$ 155,800,000</u>	<u>\$ (350,130)</u>	<u>\$ 350,575</u>		
Interest rate swaps:					
Brazil	\$ 41,000,000	\$ (15,889)	\$ 259,474	8.12% to 8.26%	January 2, 2015
Mexico	132,500,000	29,591	98,497	5.00% to 5.60%	September 6, 2016 to September 13, 2017
Zaire	9,300,000	(1,562)	(1,335)	0.00% to 5.66%	September 19, 2017 to March 20, 2018
United States	7,000,000	-	(23,097)	0.25% to 1.50%	January 4, 2018
	<u>\$ 189,800,000</u>	<u>\$ 12,140</u>	<u>\$ 333,539</u>		

Included in credit default swaps are indices of credit default swaps where the portfolio has buying or selling protection on a series of investments, sovereign credit default swaps where the portfolio has sold protection on debt issued by foreign governments, and corporate credit default swaps where the portfolio has sold protection on debt issued by a corporation.

Note 10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2013 and 2012:

	2013	2012
Net increase in net assets available for benefits before transfer per the financial statements	\$ 10,562,674	\$ 20,839,068
Investment income	(1,594,331)	(1,186,245)
Administrative expenses	1,594,331	1,186,245
Net increase in net assets available for benefits before transfer per the Form 5500	<u>\$ 10,562,674</u>	<u>\$ 20,839,068</u>

Note 11. Subsequent Event

Effective January 1, 2014, the plan name was changed to Kennecott Utah Copper Pension Plan for Represented Hourly Employees.

See Supplemental Schedules attached to the IQPA Opinion and Financial Statements

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefits 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 <div style="font-size: 24pt; font-weight: bold;">2013</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2013 or fiscal plan year beginning		01/01/2013	and ending
		12/31/2013	
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here:	☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II Basic Plan Information—enter all requested information			
1a Name of plan KENNECOTT CORPORATION PENSION PLAN FOR HOURLY EMPLOYEES		1b Three-digit plan number (PN) ►	202
		1c Effective date of plan	06/30/1989
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	2b Employer Identification Number (EIN)		
KENNECOTT UTAH COPPER LLC	13-3108078		
4700 DAYBREAK PARKWAY	2c Sponsor's telephone number (801) 204-2559		
SOUTH JORDAN	2d Business code (see instructions) 212200		
UT 84095			

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		9/29/14	JULIE BROGDON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		9/29/14	JULIE BROGDON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 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: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 3,802
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 1,486
b Retired or separated participants receiving benefits.....	6b 1,557
c Other retired or separated participants entitled to future benefits.....	6c 499
d Subtotal. Add lines 6a, 6b, and 6c.....	6d 3,542
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 256
f Total. Add lines 6d and 6e.....	6f 3,798
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 40
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1510-0110

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

Kennecott Corporation Pension Plan for Hourly Employees

B Three-digit
plan number (PN) ►

202

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

Kennecott Utah Copper LLC

D Employer Identification Number (EIN)

13-3108078

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2013**2** Assets:

	2a	2b
a Market value	268,437,711	
b Actuarial value		256,260,456

3 Funding target/participant count breakdown:**(1) Number of participants****(2) Funding Target**

	3a	3b	3c(1)	3c(2)	3c(3)	3d
a For retired participants and beneficiaries receiving payment	1,660					
b For terminated vested participants	473					
c For active participants:						
(1) Non-vested benefits						
(2) Vested benefits						
(3) Total active	1,669					
d Total	3,802					

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**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.....

	5	6
5 Effective interest rate	6.63 %	
6 Target normal cost		3,583,127

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**

SCOTT FULLERTON

SNF

Signature of actuary

09/26/2014

Date

Scott Fullerton

Type or print name of actuary

14-06486

Most recent enrollment number

Hewitt Associates LLC

Firm name

(847) 295-5000

Telephone number (including area code)

4 Overlook Point

Lincolnshire

IL 60069

Address of the firm

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	4,003,693
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	4,003,693
10 Interest on line 9 using prior year's actual return of <u>16.50</u> %		660,609
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.96</u> % except as otherwise provided (see instructions)		
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	4,664,302

Part III Funding Percentages

14 Funding target attainment percentage	14	100.78 %
15 Adjusted funding target attainment percentage	15	102.65 %
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	104.07 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

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

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

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

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:			
a Segment rates:	1st segment: 5.23 %	2nd segment: 6.51 %	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 61
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	3,583,127	
b Excess assets, if applicable, but not greater than line 31a	31b	1,967,193	
32 Amortization installments:	Outstanding Balance		
a Net shortfall amortization installment	0		
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	1,615,934	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	1,615,934	1,615,934
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Kennecott Corporation Pension Plan for Hourly Employees
 EIN: 13-3108078 PN: 202

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation.¹ All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
50.5	1.00%	1.0000	0.51
51.5	1.00%	0.9900	0.51
52.5	1.00%	0.9801	0.51
53.5	1.00%	0.9703	0.52
54.5	1.00%	0.9606	0.52
55.5	1.00%	0.9510	0.53
56.5	1.00%	0.9415	0.53
57.5	1.00%	0.9321	0.54
58.5	1.00%	0.9227	0.54
59.5	1.00%	0.9135	0.54
60.5	67.66%	0.9044	37.02
61.5	2.87%	0.2925	0.52
62.5	2.94%	0.2841	0.52
63.5	3.02%	0.2757	0.53
64.5	3.13%	0.2674	0.54
65	100.00%	0.2590	16.84
Weighted Average			61.22

¹The weighted average retirement age is calculated using the retirement assumptions for those participants with at least thirty years of service.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Kennecott Corporation Pension Plan for Hourly Employees
EIN: 13-3108078 PN: 202

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the assumed expenses payable from the trust from \$720,142 to \$745,877
- A change in the assumed inflation from 2.20% to 2.40%
- A change in the funding asset return assumption from 6.60% to 5.60%

These changes were made to better reflect anticipated plan experience. The non-prescribed assumption changes did not reduce the funding shortfall by more than \$5 million; as such, approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Kennecott Corporation Pension Plan for Hourly Employees
 EIN: 13-3108078 PN: 202

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

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	14	25								
25-29	22	79	49							
30-34	36	107	95	10	3					
35-39	21	97	58	39	18					
40-44	20	68	64	43	44	6				
45-49	18	61	52	28	33	11				
50-54	12	32	46	30	26	9	16	27	3	
55-59	4	20	43	27	20	9	15	35	39	
60-64	3	6	12	13	8	4	2	11	33	16
65-69		2	5	3	4	1			1	9
70+					1					1

N-1,659

Note: Current compensation data was not included since current compensation is not taken into account under the plan's benefit formula.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Kennecott Corporation Pension Plan for Hourly Employees
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	5.23%
2nd Segment Rate	6.51%
3rd Segment Rate	7.16%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2012), without regard to interest rate stabilization
1st Segment Rate	1.75%
2nd Segment Rate	4.62%
3rd Segment Rate	5.72%
Optional Payment Form Election Percentage	
Active Participants	30% life annuity 70% joint and 55% survivor annuity
Terminated Vested Participants	100% life annuity
Optional Payment Form Conversion	The joint and 55% survivor annuity monthly benefit is equal to 90% of the monthly benefit payable as a life annuity.
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 63
Mortality Rates	
Healthy and Disabled	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	See Table 3
Decrement Timing	Middle of the year decrements, with 100% retirement occurring at beginning of year.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Kennecott Corporation Pension Plan for Hourly Employees
EIN: 13-3108078 PN: 202

Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$205,000.
Valuation of Plan Assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected Return on Assets	
2011 Plan Year	6.60%, limited to 6.57%
2012 Plan Year	5.60%
Trust Expenses Included in Target Normal Cost	\$745,877, based on the prior year's actual plan administrative expenses (excluding PBGC premiums) plus the estimated PBGC premium for the current year
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Kennecott Corporation Pension Plan for Hourly Employees
 EIN: 13-3108078 PN: 202

Table 1—Page 1 of 3
 Retirement Rates

Age	Years of Service					
	0-4	5-9	10	11	12	13
45	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
46	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
47	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
48	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
49	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
50	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
51	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
52	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
53	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
54	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
55	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
56	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
57	0.00%	0.00%	0.00%	0.00%	0.00%	1.06%
58	0.00%	0.00%	0.00%	0.00%	1.08%	1.08%
59	0.00%	0.00%	0.00%	1.10%	1.10%	1.10%
60	0.00%	0.00%	1.12%	1.12%	1.12%	1.12%
61	0.00%	0.00%	1.34%	1.34%	1.34%	1.34%
62	0.00%	0.00%	1.41%	1.41%	1.41%	1.41%
63	0.00%	0.00%	1.60%	1.60%	1.60%	1.60%
64	0.00%	0.00%	1.72%	1.72%	1.72%	1.72%
65	0.00%	100.00%	100.00%	100.00%	100.00%	100.00%
66	0.00%	100.00%	100.00%	100.00%	100.00%	100.00%
67	0.00%	100.00%	100.00%	100.00%	100.00%	100.00%
68	0.00%	100.00%	100.00%	100.00%	100.00%	100.00%
69	0.00%	100.00%	100.00%	100.00%	100.00%	100.00%
70+	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Kennecott Corporation Pension Plan for Hourly Employees
 EIN: 13-3108078 PN: 202

Table 1—Page 2 of 3
 Retirement Rates

Age	Years of Service					
	14	15-25	26	27	28	29
45	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
46	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
47	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
48	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
49	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
50	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
51	0.00%	0.00%	0.00%	0.00%	0.00%	1.00%
52	0.00%	0.00%	0.00%	0.00%	1.00%	1.00%
53	0.00%	0.00%	0.00%	1.00%	1.00%	1.00%
54	0.00%	0.00%	1.00%	1.00%	1.00%	1.00%
55	0.00%	1.02%	1.02%	1.02%	1.02%	1.02%
56	1.04%	1.04%	1.04%	1.04%	1.04%	1.04%
57	1.06%	1.06%	1.06%	1.06%	1.06%	1.06%
58	1.08%	1.08%	1.08%	1.08%	1.08%	1.08%
59	1.10%	1.10%	1.10%	1.10%	1.10%	1.10%
60	1.12%	1.12%	1.12%	1.12%	1.12%	1.12%
61	1.34%	1.34%	1.34%	1.34%	1.34%	1.34%
62	1.41%	1.41%	1.41%	1.41%	1.41%	1.41%
63	1.60%	1.60%	1.60%	1.60%	1.60%	1.60%
64	1.72%	1.72%	1.72%	1.72%	1.72%	1.72%
65	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
66	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
67	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
68	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
69	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
70+	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Kennecott Corporation Pension Plan for Hourly Employees
 EIN: 13-3108078 PN: 202

Table 1—Page 3 of 3
 Retirement Rates

Age	Years of Service
	30+
45	0.00%
46	0.00%
47	0.00%
48	0.00%
49	0.00%
50	1.00%
51	1.00%
52	1.00%
53	1.00%
54	1.00%
55	1.00%
56	1.00%
57	1.00%
58	1.00%
59	1.00%
60	67.66%
61	2.87%
62	2.94%
63	3.02%
64	3.13%
65	100.00%
66	100.00%
67	100.00%
68	100.00%
69	100.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Kennecott Corporation Pension Plan for Hourly Employees
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Table 2
 Withdrawal Rates

Age	Male	Female	Age	Male	Female
19	12.30%	17.20%	49	0.66%	0.36%
20	11.60%	16.30%	50	0.60%	0.30%
21	10.90%	15.40%	51	0.56%	0.26%
22	10.20%	14.50%	52	0.52%	0.22%
23	9.50%	13.60%	53	0.48%	0.18%
24	8.80%	12.70%	54	0.44%	0.14%
25	8.10%	11.80%	55	0.40%	0.10%
26	7.40%	10.90%	56	0.36%	0.06%
27	6.70%	10.00%	57	0.32%	0.02%
28	6.00%	9.10%	58	0.28%	0.00%
29	5.30%	8.20%	59	0.24%	0.00%
30	4.60%	7.30%	60	0.20%	0.00%
31	4.18%	6.60%	61	0.16%	0.00%
32	3.76%	5.90%	62	0.12%	0.00%
33	3.34%	5.20%	63	0.08%	0.00%
34	2.92%	4.50%	64	0.04%	0.00%
35	2.50%	3.80%	65+	0.00%	0.00%
36	2.30%	3.40%			
37	2.10%	3.00%			
38	1.90%	2.60%			
39	1.70%	2.20%			
40	1.50%	1.80%			
41	1.38%	1.56%			
42	1.26%	1.32%			
43	1.14%	1.08%			
44	1.02%	0.84%			
45	0.90%	0.60%			
46	0.84%	0.54%			
47	0.78%	0.48%			
48	0.72%	0.42%			

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Kennecott Corporation Pension Plan for Hourly Employees
 EIN: 13-3108078 PN: 202

Table 3
 Disability Rates

<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
19	0.100%	49	0.548%
20	0.100%	50	0.600%
21	0.100%	51	0.704%
22	0.100%	52	0.808%
23	0.100%	53	0.912%
24	0.100%	54	1.016%
25	0.100%	55	1.120%
26	0.100%	56	1.284%
27	0.100%	57	1.448%
28	0.100%	58	1.612%
29	0.100%	59	1.776%
30	0.100%	60	1.940%
31	0.108%	61	2.145%
32	0.116%	62	2.350%
33	0.124%	63	2.555%
34	0.132%	64	2.760%
35	0.140%	65+	2.760%
36	0.156%		
37	0.172%		
38	0.188%		
39	0.204%		
40	0.220%		
41	0.244%		
42	0.268%		
43	0.292%		
44	0.316%		
45	0.340%		
46	0.392%		
47	0.444%		
48	0.496%		

Schedule SB Attachment (Form 5500)—2013 Plan Year
Kennecott Corporation Pension Plan for Hourly Employees
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Schedule SB, Part V—Summary of Plan Provisions

Effective Date June 30, 1989.

Eligibility for Participation Any employee who is represented by a collective bargaining agreement, or was employed by a predecessor company before January 1, 1989.

Normal Retirement

Eligibility Earlier of age 65 and fifth anniversary of employment, or age 70.

Total Benefit A monthly benefit equal to \$44.00 per year of credited service for retirements after 1/1/2013.

The following table lists benefit level changes under the current collective bargaining agreement:

Effective Date	Benefit Level
1/1/2010	\$42.00
1/1/2013	\$44.00
1/1/2016	\$47.00

The benefit level applicable as of 1/1/2010 was applied retroactively to participants that retired or terminated between 7/1/2006 and 12/31/2009.

Early Retirement

Eligibility Age 60 and 10 years of continuous service.

Total Benefit The accrued normal retirement benefit multiplied by the appropriate age-based factor below:

Age	Factor	Age	Factor
65	1.00	59	0.88
64	1.00	58	0.84
63	1.00	57	0.80
62	1.00	56	0.76
61	0.96	55	0.72
60	0.92		

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Early retirement reductions shall not apply if the participant meets any of the following eligibility criteria:

- 30 years of continuous service
- 60/30 retirement: age 60 and 30 years of continuous service
- 70/80 retirement: age 55 and age plus continuous service is at least 70, or age and continuous service is at least 80

Supplement

An early retirement supplement is offered to participants who retire under 60/30 retirement or 70/80 retirement in the following amounts:

- 60/30 retirement: \$400 per month supplement payable until the earlier of age 62, or when unreduced Social Security benefits begin, plus a \$170 per month supplement payable from age 62 to age 65
- 70/80 retirement: \$300 per month supplement payable until the earlier of age 62, or when unreduced Social Security benefits begin

Late Retirement
Eligibility

Retire after normal retirement date.

Total Benefit

The normal retirement benefit accrued at the date of late retirement.

Disability Retirement
Eligibility

Total and permanent disability after completing 10 or more years of Continuous Service.

Total Benefit

The accrued benefit based on service through the date of disability commencing after 5 months of permanent and total disability, plus a \$300 per month supplement payable until the earlier of age 62, or when unreduced Social Security benefits begin.

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Vested Termination

Eligibility

5 years of continuous service.

Total Benefit

The normal retirement benefit accrued to date of termination commencing at age 65. The participant may elect for benefits to start at any time after age 60 with the benefit reduced according to the following table:

<u>Age</u>	<u>Factor</u>
65	1.00
64	0.96
63	0.92
62	0.88
61	0.84
60	0.80

Death Benefits

Eligibility

5 years of continuous service.

Total Benefit

For an active participant, the benefit is an immediate annuity to the surviving spouse equal to 50% of the accrued normal retirement benefit.

For terminated vested participants, the benefit is a deferred annuity to the surviving spouse equal to 55% of the monthly benefit the participant would have been entitled to had he terminated employment on the date of his death, survived to early retirement age, elected the 55% J&S option, and then died the following day.

Normal Form of Benefit

Actuarially reduced 55% J&S annuity if married, otherwise straight life.

Optional Forms of Payment

50%, 75%, or 100% joint and survivor annuities.

These optional forms are based on the 1983 Group Annuity Mortality Table and 8.00% interest.

Plan Changes Since the Prior Year

The funding valuation reflects the following plan changes:

- The hourly multiplier increased from \$42 per year of service to \$44 per year of service, effective January 1, 2013
- The dollar limit under Section 415(b) of the Internal Revenue Code changed from \$200,000 to \$205,00

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

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